



# 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](mailto:info@bajoriagroup.in)

CIN No. : L28101RJ1980PLC002140 ; Website : [www.bajoriagroup.in](http://www.bajoriagroup.in)

Ref : RCCL/Sec/16-17

Date :05.10.2016

To,

BSE Limited  
Phirozejeebhoy Towers  
Dalal Street  
Mumbai - 400001.

Calcutta Stock Exchange Ltd  
7, Lyons Range  
Kolkata - 700001

**Ref : Rajasthan Cylinders And Containers Ltd (Scrip Code :538707, 10028081)**  
**Sub: Annual Report 2015-16**

Dear Sir/Madam,


Pursuant to provisions of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the copy of Annual Report of M/s Rajasthan Cylinders And Containers Ltd for the financial year 2015-16.

Kindly update your records with our submissions.

Thanking you.

**Yours Faithfully,**

**For Rajasthan Cylinders And Containers Ltd**

  
**(Anisha Jain)**  
**Company Secretary**  
**M.No. A34590**



**Encl : As Above**



**RAJASTHAN CYLINDERS AND CONTAINERS LTD**

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**36th Annual Report**

**2015-16**

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**SP-825, ROAD NO.14, V.K.I. AREA, JAIPUR-302013**

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**RAJASTHAN CYLINDERS AND CONTAINERS LTD**  
**36th ANNUAL REPORT**

<b>BOARD OF DIRECTORS</b>	AVINASH BAJORIA (DIN No. 01402573) Managing Director RAGHUNANDAN JALAN (DIN No. 00966229) Director PRATAP KUMAR MONDAL (DIN No. 06730854) Director PREETANJALI BAJORIA (DIN No. 01102192) Whole-Time Director MANOJ KUMAR CHOUDHARY (DIN No. 00131556) Director
<b>COMPANY SECRETARY</b>	ANISHA JAIN
<b>CFO</b>	SURESH JAIN
<b>BANKERS</b>	CENTRAL BANK OF INDIA ANAND BHAWAN S.C. ROAD JAIPUR-302001
<b>AUDITORS</b>	S.S. SURANA & CO. C-94, LAL KOTHI SCHEME JAIPUR-302015
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD. BEETAL HOUSE, 3rd FLOOR, 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE, NEAR DADA HARSUKHDAS MANDIR NEW DELHI -110062 Tel No. 011-29961281 Fax no. 011-29961284 E-mail - beetal@beetalfinancial.com
<b>FACTORY &amp; REGISTERED OFFICE</b>	SP-825, ROAD No. 14, VISHWAKARMA INDUSTRIAL AREA, JAIPUR-302013
<b>E-MAIL</b>	<a href="mailto:info@bajoriagroup.in">info@bajoriagroup.in</a>
<b>WEBSITE</b>	<a href="http://www.bajoriagroup.in">www.bajoriagroup.in</a>
<b>CIN No.</b>	L28101RJ1980PLC002140

**Route Map to the AGM Venue**

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



**Landmark : VKI Power Station**

**RAJASTHAN CYLINDERS AND CONTAINERS LTD**

**REGISTERED OFFICE : SP-825, ROAD NO. 14, V.K.I. Area, Jaipur-302013**

**NOTICE**

Notice is hereby given that the Thirty Sixth Annual General Meeting of **M/S RAJASTHAN CYLINDERS AND CONTAINERS LTD** will be held on Friday, September 30<sup>th</sup>, 2016 at 11.00 A.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, 2016 and the reports of Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Mrs.Preetanjali Bajoria (holding DIN : 01102192), who retires by rotation and being eligible offers herself for re-appointment.

Explanation : Under the terms of her appointment, Mrs.Preetanjali Bajoria is subject to retirement by rotation. Mrs.Preetanjali Bajoria was appointed as Whole Time Director of the company w.e.f. October 1, 2015 for the period of 3 years at the 35<sup>th</sup> Annual General Meeting of the company. To the extent that Mrs.Preetanjali Bajoria is required to retire by rotation, she would need to be re-appointed as a Whole Time Director.

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 read with Schedule IV 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 40<sup>th</sup> Annual General Meeting of the Company be and is hereby ratified for the year 2016-17 at such remuneration as shall be fixed by the Board of Directors of the Company. “

**SPECIAL BUSINESS:**

- 4.To re-appoint Mr.Avinash Bajoria (holding DIN : 01402573) as a Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution** :

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Avinash Bajoria (DIN : 01402573 ) as Managing Director of the company for the further period of 3 (three) years with effect from October 15, 2016 on the revised terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr.AvinashBajoria, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.”

“**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profit in any financial year, Mr. Avinash Bajoria shall be paid the same remuneration as the minimum remuneration.”

“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.”

By order of the Board  
For Rajasthan Cylinders And Containers Ltd

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

Place: Jaipur  
Date: August 11, 2016

**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](mailto:info@bajoriagroup.in) ; Website : [www.bajoriagroup.in](http://www.bajoriagroup.in)

**IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from September 24<sup>th</sup>, 2016 to September 30<sup>th</sup>, 2016 (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 re-appointment as Director under Item No. 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, 3<sup>rd</sup> 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 alongwith the Annual Report 2015-16 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 Sixth Annual General Meeting and the Annual Report for the financial year 2015-16 will also be available on the Company’s website [www.bajoriagroup.in](http://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](mailto: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 upto 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 - Sixth AGM 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.



Details#	<ul style="list-style-type: none"> <li>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.</li> </ul>
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- (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 160812023 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) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (xix) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 27, 2016 at 9:00 a.m. and ends on Thursday, September 29, 2016 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 23, 2016, 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 23, 2016. 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 alongwith the Scrutinizer's Report shall be placed on the Company's website [www.bajoriagroup.in](http://www.bajoriagroup.in) and on the website of service provider [www.evotingindia.com](http://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. Avinash Bajoria is the promoter of the Company and was appointed as Managing Director of the company at 33<sup>rd</sup> Annual General Meeting of the Members of the company held on September 30, 2013, for the period of 3 years commencing from October 15, 2013. However, taking into account his thorough knowledge and long business experience and for the smooth and efficient running of the business, it is considered necessary that the services of Mr. Avinash Bajoria should be available to company for further periods. Hence, In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 11, 2016, has subject to the approval of shareholders, re- appointed Mr. Avinash Bajoria as the Managing Director of the company for the further period of 3 (three) years with effect from October 15, 2016 on the following revised terms and conditions :

**A. Basic Salary**

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

**B. Perquisites**

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

- a. Rent free furnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of the Basic Salary.
- b. Reimbursement of Medical Expenses for self and family subject to a limit of one month basic Salary per annum and which can be accumulated for the period of three years. Insurance premium on policy for medical and hospitalization for self and family which shall not exceed Rs. 25000/- per annum.
- c. Car with Driver for use on Company's business.
- d. Provision for telecommunication facilities.
- e. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
- f. Leave travel concession for self & family once in a year to and fro any place in India subject to the condition that only actual fares will be allowed.
- g. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
- h. Club fees : Subject to maximum of two clubs.
- i. Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
  - i. Gratuity on the basis of 15 days salary for each year completed service, as per rules of the company.
  - ii Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company.
  - iii Contribution to Provident Fund and Superannuation fund as per rules of the Company.
- i. Such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board of Directors and Mr. Avinash Bajoria.

**Other Term**

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

Mr. Avinash Bajoria shall not be liable to retire by rotation.

Mr. Avinash Bajoria is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

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

I. GENERAL INFORMATION		
1	Nature of Industry	Manufacturer of LPG Cylinders, Valves, Regulators and filling of LPG Gas
2	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1980 and is already in commercial production for long.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																								
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Financial Parameters</th> <th colspan="3">Years</th> </tr> <tr> <td></td> <th>2015-16</th> <th>2014-15</th> <th>2013-14</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>542,750,666</td> <td>504,677,874</td> <td>683,177,825</td> </tr> <tr> <td>Net Profit /(Loss)</td> <td>(1787717)</td> <td>(10839418)</td> <td>97,865</td> </tr> <tr> <td>Amount of dividend paid</td> <td>NIL</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Rate of dividend paid</td> <td>NIL</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	Financial Parameters	Years				2015-16	2014-15	2013-14	Turnover	542,750,666	504,677,874	683,177,825	Net Profit /(Loss)	(1787717)	(10839418)	97,865	Amount of dividend paid	NIL	Nil	Nil	Rate of dividend paid	NIL	Nil	Nil
Financial Parameters	Years																									
	2015-16	2014-15	2013-14																							
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Net Profit /(Loss)	(1787717)	(10839418)	97,865																							
Amount of dividend paid	NIL	Nil	Nil																							
Rate of dividend paid	NIL	Nil	Nil																							
5	Foreign investments or collaborations, if any	Nil																								
<b>II. INFORMATION ABOUT THE APPOINTEE</b>																										
1	Background details	Sh. AvinashBajoria is a graduate and having two decades of rich experience in the Business. He is having good rapport with various departments and other manufacturer in similar type of industry.																								
2	Past Remuneration	<table border="1"> <thead> <tr> <th>Organization</th> <th>Period</th> <th>Total Amount</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Rajasthan Cylinders And Containers Ltd</td> <td>1.04.2014 to 31.03.2015</td> <td>7,39,600/-</td> </tr> <tr> <td>1.04.2013 to 31.03.2014</td> <td>12,45,161/-</td> </tr> <tr> <td>1.04.2012 to 31.03.2013</td> <td>19,50,000/-</td> </tr> </tbody> </table>	Organization	Period	Total Amount	Rajasthan Cylinders And Containers Ltd	1.04.2014 to 31.03.2015	7,39,600/-	1.04.2013 to 31.03.2014	12,45,161/-	1.04.2012 to 31.03.2013	19,50,000/-														
Organization	Period	Total Amount																								
Rajasthan Cylinders And Containers Ltd	1.04.2014 to 31.03.2015	7,39,600/-																								
	1.04.2013 to 31.03.2014	12,45,161/-																								
	1.04.2012 to 31.03.2013	19,50,000/-																								
3	Recognition or awards	Nil																								
4	Job profile and his suitability	<p>He is looking after day to day operations of the Company, Coordination with various outside agencies, management of funds etc.</p> <p>He is associated with this company since many years and has vast experience in the working of the Company.</p>																								
5	Remuneration proposed	<p>Proposed remuneration as approved by the Nomination and Remuneration Committee &amp; Board of Directors at their meeting held on August 10, 2016 and August 11, 2016 respectively, subject to approval of shareholders in the Annual General Meeting and Central Government, if required.</p> <p>Period 15.10.2016 to 14.10.2019</p> <table border="1"> <thead> <tr> <th>Item Description</th> <th>Rs./PM</th> <th>Rs./PA</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>2,50,000</td> <td>30,00,000</td> </tr> </tbody> </table> <p>Plus other perquisites and benefits as approved by the members at 36<sup>th</sup> Annual General Meeting.</p>	Item Description	Rs./PM	Rs./PA	Basic Salary	2,50,000	30,00,000																		
Item Description	Rs./PM	Rs./PA																								
Basic Salary	2,50,000	30,00,000																								
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of origin)	The remuneration payable to Mr.AvinashBajoria is in tandem with the remuneration paid in the industry and the size of the company.																								
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr.AvinashBajoria has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel, except that he is one of the promoters and relative of Whole Time Director of the Company.																								
<b>III. OTHER INFORMATION</b>																										
1	Reasons of loss or inadequate profits	<p>The major reasons for inadequate profits are :-</p> <ol style="list-style-type: none"> <li>Increase in cost of various inputs.</li> <li>Invariable orders from the oil marketing Companies.</li> <li>Non revision of prices by the oil marketing Companies corresponding to increase in input costs.</li> </ol>																								
2	Steps taken or proposed to be taken for improvement	<p>The company is continuously taking up the matter with its customers for revision in the prices so as to offset the increased input costs.</p> <p>Rationalising the production facilities to reduce the cost.</p> <p>Control and reduction of controllable expenses.</p>																								
3	Expected increase in productivity and profits	Company mainly sell its product to the Oil Marketing Companies. The consistent flow																								

	in measurable terms.	of the orders from them with revision in the prices corresponding to increase in input cost could result in the better financial performance of the Company. It expects to get better orders from Oil Marketing Companies in coming years due to Central Governments' PradhanMantriUjjwalaYojana.
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IV DISCLOSURES: As required, the information is provided under Corporate Governance part of Directors' Report.

The brief resume of Mr.Avinash Bajoria is given under the details of directors seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

None of the other Directors and Key Managerial Personnel of the company and their relatives except Mr.Avinash Bajoria, Mrs.Preetanjali Bajoria and their relative is deemed to be concerned or interested in the resolution set out at Item No. 4.

**II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015**

**Mr.Avinash Bajoria**

Mr.Avinash Bajoria (DIN : 01402573) (Born on : 24/12/1970) aged 45 years is the Managing Director of the Company and commerce graduate by qualification. He was first inducted on 24.11.2006 in the Board of Directors of the company as an Additional Director. He possess rich experience of over 20 years in manufacturing, trading activities covering all functions of General Management as liason 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. Except Mrs.Preetanjali Bajoria, wife of Mr.Avinash Bajoria, he is not related with any other Director, Key Managerial Personnel of the company. For details regarding the remuneration drawn by him, please refer to the Corporate Governance Report. Companies (other than Rajasthan Cylinders And Containers Ltd) in which Mr.Avinash Bajoria holds the Directorship –

- Shipra Towers Private Limited
- Bajoria Farms Private Limited
- Rameshwar Properties Pvt. Ltd.
- Mangalkamna Agency Private Limited

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

No. of Shares held in the company – 433087

No. of Board Meetings attended in the company during the year - 7

**Mrs.Preetanjali Bajoria**

Mrs.Preetanjali Bajoria (DIN : 01102192 ) (Born on 25/12/1973) aged 42 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 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 35<sup>th</sup> AGM for the period of three (3) years w.e.f. October 1, 2015. 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.

Companies (other than Rajasthan Cylinders And Containers Ltd) in which Mrs.Preetanjali Bajoria holds the Directorship –

- Kindled Hearts Montessori House Private Limited

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

No. of Shares held in the company – 37,500

No. of Board Meetings attended during the year in Rajasthan Cylinders And Containers Ltd - 7

**By order of the Board**

Sd/-

**(Avinash Bajoria)  
Managing Director  
DIN No. : 01402573**

Place : Jaipur  
Date : August 11, 2016

**Registered Office:**

SP-825, Road No.14,  
VKI Area, Jaipur-302013.  
CINNo.L28101RJ1980PLC002140  
TEL : 91-141-2331771-2; FAX : 91-141-2330810  
E-mail : [info@bajoriagroup.in](mailto:info@bajoriagroup.in) ; Website : [www.bajoriagroup.in](http://www.bajoriagroup.in)

## DIRECTORS' REPORT

**Dear Members,**

Your Directors are pleased to present this Thirty Sixth Annual Report together with the audited annual accounts of the company for the financial year ended March 31, 2016.

**Financial Performance**

The highlights of the financial position for the year as compared to the corresponding period in the previous year are given below:

Particulars	Standalone		Consolidated
	FY 2015-16 (Rs. In Lacs)	FY 2014-15 (Rs. In Lacs)	FY 2015-16 (Rs. In Lacs)
Surplus /(Loss) before Depreciation (A)	43.12	(55.74)	43.12
Less: Depreciation (B)	66.66	88.62	66.66
Net Surplus/(Loss) from Operations (A-B)	(23.54)	(144.36)	(23.54)
Less : Adjustment for Income Tax	-	5.62	-
Less : Deferred Tax Liability	(5.66)	(41.59)	(5.66)
<b>TOTAL</b>	<b>(17.88)</b>	<b>(108.39)</b>	<b>(17.88)</b>
Add : Surplus from Previous Year	1857.38	1986.75	2048.33
Less : Transfer to Depreciation & Amortisation	-	34.56	-
Add : Transfer from Revaluation Reserves	4.86	13.58	4.86
Add : Share of Profits in Associates	-	-	238.32
Surplus carried forward	1844.36	1857.38	2273.63

**Performance and Prospects for the current year**

During the year 2015-16 there is marginal improvement in the working of the company and it able to reduce its losses. Company supplies its main product i.e. LPG Cylinders to government controlled Oil Marketing Companies (OMCs) and its working mainly depend upon the flow of orders from OMCs. During the year under review the flow of orders from OMCs were almost at last earlier level and company could operate at 50% of its installed capacity resulting into under recovery of part of the Fixed Cost.

In order to ensure smokeless kitchens across rural India, on May 1, 2016, the Central Government launched Pradhan Mantri Ujjwala Yojana (scheme) which aims to provide free LPG connections to the women belonging to BPL ( below poverty line) families in the country. Further, in support of this social welfare scheme, the Government OMCs like Indian Oil are providing free LPG connections to the beneficiaries of the scheme. Hence, in the coming years, the company is expected to get more orders from OMCs due to growing demand and supply of LPG under this scheme.

In case of Valve the Company is operating at optimum level and will continue at higher level due to good demands. Company is now also supplying the Valves to one of its customer at Nepal but due to unrest in the Nepal during last year, the supply to that customer also got affected for almost 4-5 months. However after improvement of condition now company is regularly supplying the Valves to Nepal.

During the year 2015-16 company has not manufactured any Regulator due to non-viability. However it proposes to manufacture in the future once the demand for same improve and company get the better price realization.

**Operations :**

**Production and Sales :** During the year the production of Cylinders, Valves were 2,10,053 Nos. , 4714245 Nos. as compared to the production of 1,96,826Nos.,38,76,985 Nos.respectively during the previous year. There was no production of regulators during this financial year also. Sales during the year was recorded as Rs. 6064.41 lacs as against Rs. 5,606.70 lacs in the previous year.

**Dividend :**

In order to preserve the funds for further diversification, the Board of Directors of the Company has decided not to recommend payment of dividend for the financial year 2015-16.

**Transfer to Reserve**

The company has not proposed to transfer any amount to the general reserve out of the amount available for inspection.

**Share Capital**

The paid up equity share capital of the company as on March 31, 2016 was Rs. 3,36,15,950/- .During the year under review, the authorised and paid – up share capital of the Company remain unchanged. The Company has not issued shares with differential voting rights neither granted stock options nor sweat equity shares during the year.

**Board of Directors&Key Managerial Personnel**

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the company, Mrs.Preetanjali Bajoria retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommend the re-appointment.

During the year under review, the Shareholders at the 35<sup>th</sup> Annual General Meeting of the company held on September 29, 2015 approved the appointment of :-

- a. Mr. Manoj Kumar Choudhary (DIN : 00131556) as an Independent Director of the company to hold office for five consecutive years, for a term upto March 29, 2020.
- b. Mrs Preetanjali Bajoria (DIN : 01102192) as a Whole Time Director of the company to hold office for 3 years from October 1, 2015 to September 30, 2018.

Mr. Avinash Bajoria, Managing Director of the company whose term expires on October 14, 2016, is proposed to be re-appointed on the Board of the company for the further period of 3 years w.e.f. October 15, 2016.

During the year under review, there is no change in the Key Managerial Personnel of the company. The following persons act as the Key Managerial Personnel of the company pursuant to Section 2(51) and Section 203 of the Act, read with rules framed thereunder :-

1. Mr. Avinash Bajoria, Managing Director
2. Mrs. Preetanjali Bajoria, Whole Time Director
3. Ms. Anisha Jain, Company Secretary
4. Mr. Suresh Kumar Jain, CFO

Appropriate resolutions for the appointment/ re-appointment of Directors are being placed before the members for approval at the ensuing Annual General Meeting.

#### **Statutory Auditor**

M/s S.S. Surana & Co., Chartered Accountants, were appointed as Statutory Auditors of your Company at the 34<sup>th</sup> Annual General Meeting to hold office till the conclusion of 40<sup>th</sup> Annual General Meeting to be held in the year 2020. As per the provisions of Section 139 of the Companies Act, 2013 the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. Accordingly, the appointment of M/s S.S. Surana & Co., Chartered Accountants, as statutory auditors of the company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

#### **Secretarial Auditor**

As per Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to appoint Secretarial Auditor to carry out the Secretarial Audit of the company.

Hence, in consonance with the requirements of Section 204 of Companies Act, 2013 and the rules made there under, the Board has appointed Mr. Mayur Sanghi, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith as Annexure VII to this Directors' report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### **Director's Comment on Auditors Qualification in Auditors Report:**

The observations in the Auditor's report have been dealt with by making relevant notes in the Accounts and following comments /clarifications are given below:-

1. In regard to gratuity and leave encashment, the liabilities are being paid as and when it becomes payable and there is no default in the payment of the same.
2. Regarding non – provision of leave encashment, the management of the company encourages its employees to avail the leave entitled to them. The leave encashment is paid to employee as and when they leave the company and there is no default in the payment of the same.

#### **Corporate Governance**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the corporate governance requirements set out by SEBI. The Report on Corporate Governance as stipulated under the SEBI Listing Regulations, 2015 forms an integral part of this Annual Report. Further, as required by Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate on corporate governance is enclosed as Annexure VI to this Directors' Report.

#### **Management Discussion and Analysis Report**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

#### **Listing of Equity Shares**

The equity shares of the company are listed with BSE Ltd and Calcutta Stock Exchange Ltd. The requisite annual listing fee has been paid to the Stock Exchanges.

#### **Delisting of Equity Shares**

Since there has been no trading of equity shares of the company at the Calcutta Stock Exchange Ltd for a long time, the Board of Directors of the company at its meeting held on August 11, 2016 decided to voluntarily delist its equity shares from Calcutta Stock Exchange Ltd while continuing listing of its equity shares at BSE Ltd in accordance with the procedure laid down in SEBI (Delisting of Equity Shares) Regulations, 2009, as amended from time to time. The necessary action towards the same has been initiated by the company.

#### **Fixed Deposits**

Your company has not accepted any deposits from the public in the year under review.

#### **Consolidated Financial Statements**

The consolidated financial statements of the company for the financial year ended March 31, 2016 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The consolidated financial statements have been prepared on the basis of audited financial statements of the company, its associate companies, as approved by their respective Board of Directors.

#### **Committees of the Board**

Currently there are three Board Committees, namely –

- **Audit Committee**

The Audit Committee comprises Mr. Manoj Kumar Choudhary (Chairman), Mr. RaghuNandanJalan and Mr. Pratap Kumar Mondal as other members. All the recommendations made by the Audit Committee were accepted by the Board.

- **Nomination And Remuneration Committee**

The Nomination and Remuneration Committee comprises Mr. Pratap Kumar Mondal (Chairman), Mr. Raghunandan Jalan and Mr. Manoj Kumar Choudhary as other members.

- **Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee comprises Mr. Pratap Kumar Mondal (Chairman), Mr. Manoj Kumar Choudhary (Member) and Mr. Raghunandan Jalan (Member).

**Number of meetings of the Board**

The Board met seven times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by Companies Act, 2013.

**Declaration by Independent Directors**

The company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that he/she meets the criterion of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Policy on Directors' Appointment and Remuneration**

In order to align with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which became applicable w.e.f. December 1, 2015, the policy of the company on Directors' Appointment and Remuneration has been revised by the Board of Directors of the company on the recommendation of Nomination and Remuneration Committee. The revised policy of the company on Directors' appointment and remuneration, including criterion for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub-section (3) of Section 178 of Companies Act, 2013 is available on our website [www.bajoriagroup.in](http://www.bajoriagroup.in) and is also annexed as Annexure V to the Directors' Report.

**Particulars of loans, guarantees or investments**

Details of loans, guarantees and investments made during the financial year 2015-16 under Section 186 of Companies Act, 2013 are as follows :-

Name of Entity	Relation	Amount (Rs.)	Particulars of loans, guarantees and investments	Purpose for which the loans, guarantees and investments are proposed to be utilised
Beetle tie -up Pvt. Ltd.	Associate	5,999,139	Loan	Business purpose
Mayavati Trading Pvt. Ltd.	Group Company	4,419,172	Loan	Business Purpose
Protect Vanijya Pvt. Ltd.	Group Company	45,366,827	Loan	Business Purpose
Agribiotech Industries Ltd	Associate	1,78,60,064	Loan	Business Purpose
BeekayNiryat Limited	Group Company	30,17,727.69	Loan	Business Purpose
Shipra Towers Private Limited *	Associate	2,42,845	Interest received on Loan	Business purpose

\*The company didn't extend any fresh loan, guarantee and investment during the financial year 2015-16 to Shipra Towers Private Limited. Only the interest amount on existing loan has been received during the financial year 2015-16.

**Particulars of Contracts or Arrangements made with related parties**

All contracts/arrangements/transactions entered by the company during the financial year with related parties were in the ordinary course of business and on an arms' length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC -2 is not applicable.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website [www.bajoriagroup.in](http://www.bajoriagroup.in).

**Directors' Responsibility Statement**

Pursuant to the requirements under section 134 (3) (c) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed:

- 1) That in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2016 the applicable accounting standards have been followed.
- 2) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit of the Company for the year under review.
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the Directors have prepared the accounts for the financial year ended 31st March, 2016 on going concern basis.
- 5) That the Directors have laid down internal financial controls, which are adequate and are operating effectively.
- 6) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**Details of frauds reports by auditors**

As specified under Section 143 (12) of Companies Act, 2013 including any statutory amendments or modifications, if any, the auditor of the company has not reported any fraud in the course of the performance of his duties as auditor.



**Subsidiaries, Associates & Joint Venture**

The company does not have any subsidiary or joint venture companies. However, the company have Three (3) Associate Companies as on March 31, 2016 –

- Agribiotech Industries Limited (ABIL) :- The Company holds 49.23% of Equity Shares of Agribiotech Industries Limited. The Profit after tax for the year ended March 31, 2016 was Rs.57,478,195/- as against Rs.38,370,797 for the year ended March 31,2015. The contribution of ABIL to the overall performance of the company during the period 2015-16 is Rs. 23,864,289.
- Shipra Towers Private Limited (STPL) :- The Company holds 49.80 % of Equity Shares of Shipra Towers Private Limited. The Profit/Loss after tax for the year ended March 31, 2016 was (Rs. 2,72,400) as against (Rs.2,634) for the year ended March 31,2015. The contribution of STPL to the overall performance of the company during the period 2015-16 is Rs. (32,410).
- Beetle Tie – Up Private Limited(BTPL):- The Company holds 33% of Equity Shares of Beetle Tie-Up Private Limited. The Profit after tax for the year ended March 31, 2016 was (Rs. 5,37,669) as against (Rs.2,130) for the year ended March 31,2015. The contribution of BTPL to the overall performance of the company during the period 2015-16 is NIL.

In accordance with Section 129 (3) of the Act, the consolidated financial statements of the company which forms part of this Annual Report have been prepared. Further, a statement containing the salient features of the financial statements of each of our associate company in the prescribed format AOC-1 is appended as Annexure I to the Board's report.

**Board Evaluation**

Regulation 4 and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of the committees and individual directors. Schedule IV of the Companies Act,, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the independent director being evaluated.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

**Vigil Mechanism /Whistle Blower Policy**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. In view of this and in compliance with the applicable provisions of Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company has established a vigil (Whistle Blower) mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of company's code of conduct or ethics policy. The Whistle Blower shall also have right to access to the Chairman of the Audit Committee directly in exceptional cases. The Policy on vigil mechanism/whistle blower policy may be assessed on the Company's website at the link: [www.bajoriagroup.in/PdfFile/Policies/Whistle%20Blower%20Policy.pdf](http://www.bajoriagroup.in/PdfFile/Policies/Whistle%20Blower%20Policy.pdf)

**Familiarisation Programme for Independent Directors**

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has put in place a familiarisation programme for Independent Directors as a guide for Independent Directors wherein the familiarisation process to familiarise the Independent Directors with the company has been provided as and when required. The same is available on the website of the company [www.bajoriagroup.in](http://www.bajoriagroup.in) and can be accessed by weblink [www.bajoriagroup.in/PdfFile/Policies/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf](http://www.bajoriagroup.in/PdfFile/Policies/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf) Further, at the time of appointment of Independent Director, the company issues a formal letter of appointment outlining his/her duties etc.

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

In consonance with the provisions of Regulation 8 (Code of Fair Disclosure) and Regulation 9 (Code of Conduct) of the SEBI (Prohibition of Insider Trading), Regulations, 2015, the Board of Directors of the company has approved and adopted the "Code of Practices and Procedures for fair disclosure of unpublished price sensitive information" and "Code of conduct for regulating, monitoring and reporting of trading by insiders".

**Listing Agreement**

SEBI on September 2, 2015 issued SEBI (Listing Obligations and Disclosure Requirements), 2015 with the aim to consolidate and streamline the provisions of Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into new Listing Agreement with Calcutta Stock Exchange Ltd and BSE Ltd within the stipulated time period.

**Particulars of Employees**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1), 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendment thereof is enclosed as Annexure IV to the Directors' Report.

The company currently does not provide any Employee Stock Option Scheme/Employee Stock Purchase Scheme to its employees.



**Risk Management Policy**

In compliance with the applicable provisions of Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has framed and adopted the Risk Management Policy of the company in order to ensure that the Company's affairs shall be carried out in a sound and prudent manner by managing its business, operating and financial risk by adopting appropriate risk identification, assessment, control and mitigation measures.

**Internal Control System**

The Company has adequate internal control system to safeguard the company's assets from any loss or damage, to control cost, prevent revenue loss and required financial and accounting controls and to effectively implement the applicable accounting standards.

**Extract of Annual Return**

In accordance with 134 (3)(a) of Companies Act, 2013 , an extract of annual return in the prescribed format is appended as Annexure III to the Directors' Report.

**Conservation of Energy, Technology Absorption and Foreign Expenditure**

The particulars as prescribed under Sub – Section 3 (m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are enclosed as AnnexureII to this Directors' Report.

**Details of policy developed and implemented by the company on its Corporate Social Responsibility Initiatives**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**Material Changes and Commitments, affecting the financial position of the company between the end of financial year and the date of this report**

No material changes and commitments have occurred after the close of the year till the date of this report, which affect the financial position of the company.

**Significant and Material Orders Passed by the Regulators or Courts**

There are no significant or material orders passed by Regulators or courts which would impact the going concern status of the company and its future operations.

**Human Resources:**

The company have strong, motivated and dedicated team of employees who is working continuously with great zeal and enthusiasm towards the growth of the company and hence, as a token of gratitude the Directors wish to express their sincere appreciation to all the employees for their support, co-operation and dedicated services.

**Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The company has in place an Anti -Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention &Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainee) are covered under the policy.

During the year under review, no complaints were received falling under the category of Sexual Harassment of Women.

**Acknowledgements**

The Board of Directors expresses their gratitude and its appreciation to the continued cooperation and support of Company's Banker, Government Departments & Other Agencies. The Board also records its deep appreciation of the creditable services rendered by the Company's employees at all levels.

**For & on behalf of the Board of Directors**

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

Sd/-  
(Preetanjali Bajoria)  
Whole - Time Director  
DIN No. 01102192

Date: 11.08.2016  
Place : Jaipur

**Annexure I**

**Statement containing the salient features of the financial statements of subsidiaries/associate companies and joint ventures  
[Pursuant to first proviso to sub – section (3) of Section 129 of the Companies Act, 2013, read with rule 5 of the Companies (Accounts) Rules,  
2014 – AOC-1]**

Part "A" Subsidiaries: Not Applicable (The company does not have any subsidiary)

Part "B" Associates and Joint Ventures :

Name of Associates/Joint Ventures	Agribiotech Industries Limited (Associate)	Shipra Towers Private Limited (Associate)	Beetle Tie-up Private Limited (Associate)
1. Latest Audited Balance Sheet date	March 31, 2016	March 31, 2016	March 31, 2016
2. Date on which the Associate/Joint Venture was associated or acquired	19/05/2006 : 23.30% 28/03/2009 : 25.93%	31/03/2005	17/12/2007
3. Shares of Associate/Joint Ventures held by the company on the year end			
No.	53,16,500	4,980	3,300
Amount of Investment in Associates/Joint Venture (Rs.)	5,31,65,000	49,800	33,000

Extend of Holding %	49.23%	49.80%	33%
4. Description of how there is significant influence	Due to % of share capital	Due to % of share capital	Due to % of share capital
5. Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.
6. Net Worth attributable to Shareholding as per Latest Audited Balance Sheet	328,846,017	(2,40,317)	(6,59,172)
7. Profit/Loss for the year			
i. Considered in Consolidation	23,864,289	-	(32,410)
ii. Not Considered in Consolidation	-	-	-

**For and on behalf of Board of Directors**

Sd/- (Avinash Bajoria) Managing Director DIN No. 01402573	Sd/- (Preetanjali Bajoria) Whole Time Director DIN No. 01102192
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Sd/- (Anisha Jain) Company Secretary	Sd/- (Suresh Jain) CFO
--	------------------------------

Date :11.08.2016  
Place : Jaipur

**Annexure II**

**CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

**A. CONSERVATION OF ENERGY:**

Disclosure of particulars with respect to conservation of Energy (to the extent applicable.)

**a. Power & Fuel Consumption**

	<b>Current Year</b>	<b>Previous Year</b>
1. Electricity:		
a) Purchased:		
Units	16,79,070	15,08,780
Total Amount (Lacs)	130.44	105.62
Rate/Unit	7.77	7.00

b) Own Generation:  
Through Diesel Generator

A very small amount of electric power is Generated through D.G.Set installed for the purpose of Emergency power supply whenever there is power cut from JVVNL to sustain the running plant.

b. Consumption per Unit  
Of production of LPG  
Cylinder

3.95	3.88
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**b. Technology Absorption:**

The Company has not undertaken Research and Development (R&D) on Technology, Absorption, Adaptation and Innovation during the year.

**C. Foreign Exchange Earnings and Outgoing:**

1) Earned (Rs/Lacs)	--	---
2) Used (Rs./Lacs)	12.07	1.99

**For & on behalf of the Board of Directors**

Sd/- (Avinash Bajoria) Managing Director DIN No. 01402573	Sd/- (Preetanjali Bajoria) Whole - Time Director DIN No. 01102192
--	--

Date: 11.08.2016  
Place : Jaipur

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2016**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L28101RJ1980PLC002140
2.	Registration Date	24/12/1980
3.	Name of the Company	Rajasthan Cylinders And Containers Ltd
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	SP-825, Road No -14, Vishwakarma Industrial Area, Jaipur – 302013. Tel : 91-141-2331771-2 Fax : 91-141 – 2330810 E – mail : <a href="mailto:info@bajoriagroup.in">info@bajoriagroup.in</a> Website : <a href="http://www.bajoriagroup.in">www.bajoriagroup.in</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Beetal Financial &amp; Computer Services Pvt. Ltd.</b> Beetal House, 3 <sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada HarsukhdasMandir, New Delhi – 110062. Tel : 011-29961281 Fax : 011-29961284 E-mail : <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products /	NIC Code of the Product/service	% to total turnover of the company
1	LPG CYLINDERS	7311	40.33
2	LPG GAS	2901	0.98
3	VALVES & REGULATORS*	8481	56.16
4	SCRAP*	-	2.52

\* Contributing less than 10% of the total turnover of the company.

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S.No.	Name And Address of the company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares held	Applicable Section
1.	Agribiotech Industries Limited SP-825, Road No. 14, VKIA, Jaipur, Rajasthan.	U15511RJ2004PLC019885	Associate	49.23	2(6)
2.	Shipra Towers Private Limited SP-825, Road No. 14, VKIA, Jaipur, Rajasthan.	U45201RJ1996PTC012368	Associate	49.80	2(6)
3.	Beetle Tie – Up Private Limited 9, Hunger Ford Street, Kolkata, West Bengal.	U51109WB2007PTC114091	Associate	33.00	2(6)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1631249	1	1631250	48.53	1622138	-	1622138	48.2550	(0.27)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	843309	450	843759	25.10	842859	450	843309	25.0866	(0.013)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub –Total (A)(1) :-</b>	<b>2474558</b>	<b>451</b>	<b>2475009</b>	<b>73.63</b>	<b>2464997</b>	<b>450</b>	<b>2465447</b>	<b>73.3416</b>	<b>(0.28)</b>
<b>(2) Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other..	-	-	-	-	-	-	-	-	-

<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>2474558</b>	<b>451</b>	<b>2475009</b>	<b>73.63</b>	<b>2464997</b>	<b>450</b>	<b>2465447</b>	<b>73.3416</b>	<b>(0.28)</b>
<b>= (A)(1)+(A)(2)</b>									
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub – total (B)(1) :-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non – Institutions</b>									
a) Bodies Corp.									
i) Indian	38267	150	38417	1.14	15610	150	15760	0.4688	(0.67)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	97476	170636	268112	7.98	164139	170537	334676	9.95	1.97
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	445789	-	445789	13.26	426193	-	426193	12.67	(0.58)
c) Others (specify)									
NRI	225	-	225	0.01	605	-	605	0.0180	0.008
HUF	134043	-	134043	3.99	118864	-	118864	3.5359	(0.45)
Clearing Member					50		50	0.0015	0.0015
<b>Sub – total (B) (2) :-</b>	<b>715800</b>	<b>170786</b>	<b>886586</b>	<b>26.37</b>	<b>725461</b>	<b>170687</b>	<b>896148</b>	<b>26.6584</b>	<b>0.29</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>715800</b>	<b>170786</b>	<b>886586</b>	<b>26.37</b>	<b>725461</b>	<b>170687</b>	<b>896148</b>	<b>26.6584</b>	<b>0.29</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3190358</b>	<b>171237</b>	<b>3361595</b>	<b>100</b>	<b>3190458</b>	<b>171137</b>	<b>3361595</b>	<b>100</b>	

**(ii) Shareholding of Promoters-**

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	GirdharGopalBajoria*	1	0.00	-	-	-	-	(0.00)
2	PreetanjaliBajoria	37500	1.12	-	37500	1.12	-	-
3	AshutoshBajoria	288600	8.59	-	288600	8.59	-	-
4	Madhuri Devi Bajoria	324637	9.66	-	324637	9.66	-	-
5	AvinashBajoria	433087	12.88	-	433087	12.88	-	-
6	SreeGopalBajoria	547425	16.28	-	538314	16.01	-	(0.27)
7	Swyambhu Construction Pvt. Ltd.	450	0.01	-	450	0.01	-	-
8	Rajasthan Synthetic Industries Ltd*	450	0.01	-	-	-	-	(0.01)
9	Rameshwar Properties (P) Ltd	56559	1.68	-	56559	1.68	-	-
10	BeekayNiryat Ltd	157500	4.69	-	157500	4.69	-	-
11	Rigmadirappa Investment Pvt Ltd	628800	18.71	-	628800	18.71	-	-
	<b>TOTAL</b>	<b>2475009</b>	<b>73.63</b>	<b>-</b>	<b>2465447</b>	<b>73.34</b>	<b>-</b>	<b>(0.28)</b>

\*During the year 2015-16, Mr.Girdhar Gopal Bajoria and M/s Rajasthan Synthetic Industries Ltd, promoters of the company have been reclassified as public shareholders of the company on account of non-exercise of control whether directly or indirectly on the affairs of the entity. Therefore, as on March 31, 2016, they have been ceased to be the promoters of the company and have been included in the list of public shareholders although their shareholdings are not changed.

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

S.No.	Name of Shareholder	Shareholding at the beginning of the year / At the end of the year		Change during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase/Decrease in shareholding	Reason	No. of shares	% of total shares of the company
1.	SreeGopalBajoria							
	<b>At the beginning of the year</b>	<b>547425</b>	<b>16.28</b>					
				12.06.2015	(6411)	Transfer	541014	16.094
				06.11.2015	(600)	Transfer	540414	16.0761
				20.11.2015	(100)	Transfer	540314	16.0731

**RAJASTHAN CYLINDERS AND CONTAINERS LTD**

				27.11.2015	(2110)	Transfer	538204	16.0104
				04.12.2015	(2213)	Transfer	535991	15.9445
				11.12.2015	(200)	Transfer	535791	15.9386
				18.12.2015	(795)	Transfer	534996	15.9149
				25.12.2015	(1200)	Transfer	533796	15.8792
				31.12.2015	(2782)	Transfer	531014	15.7965
				08.01.2016	(1080)	Transfer	529934	15.7644
				15.01.2016	(2000)	Transfer	527934	15.7049
				22.01.2016	(3280)	Transfer	524654	15.6073
				05.02.2016	(423)	Transfer	524231	15.5947
				31.03.2016	14083	Transfer	538314	16.0136
	<b>At the end of the year (31.03.2016)</b>	<b>538314</b>	<b>16.0136</b>					

Note :Except Mr.SreeGopalBajoria, there is no change in other Promoter's Shareholding between 01.04.2015 to 31.03.2016.

**(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

S.No.	Name of Shareholder	Shareholding at the beginning of the year/ At the end of the year		Change during the year			Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase/Decrease	Reason	No. of shares	% of total shares of the company
1.	MamtaJhunjunwala							
	<b>At the beginning of the year</b>	<b>113243</b>	<b>3.3687</b>					
				12.06.2015	(2650)	Transfer	110593	3.2899
				11.03.2016	(900)	Transfer	109693	3.2631
				18.03.2016	(1600)	Transfer	108093	3.2155
	<b>At the end of the year</b>	<b>108093</b>	<b>3.2155</b>					
2.	Rajesh Jhunjunwala (HUF)							
	<b>At the beginning of the year</b>	<b>113243</b>	<b>3.3687</b>					
				05.06.2015	(2399)	Transfer	110844	3.2974
				12.06.2015	(1346)	Transfer	109498	3.2573
				07.08.2015	(200)	Transfer	109298	3.2514
				30.09.2015	(1010)	Transfer	108288	3.2213
				26.02.2016	(2525)	Transfer	105763	3.1462
				11.03.2016	(9600)	Transfer	96163	2.8606
	<b>At the end of the year</b>	<b>96163</b>	<b>2.8606</b>					
3.	BiswanathJhunjunwala							
	<b>At the beginning of the year</b>	<b>113243</b>	<b>3.3687</b>					
				05.06.2015	(2000)	Transfer	111243	3.3092
				12.06.2015	(2700)	Transfer	108543	3.2289
				19.06.2015	(5000)	Transfer	103543	3.0802
				26.06.2015	(1030)	Transfer	102513	3.0495
				07.08.2015	(1100)	Transfer	101413	3.0168
				14.08.2015	(465)	Transfer	100948	3.003
				21.08.2015	(505)	Transfer	100443	2.988
				30.10.2015	(4000)	Transfer	96443	2.869
				06.11.2015	(1700)	Transfer	94743	2.8184
	<b>At the end of the year</b>	<b>94743</b>	<b>2.8184</b>					
4.	Rajesh Jhunjunwala							
	<b>At the beginning of the year</b>	<b>113243</b>	<b>3.3687</b>					
				05.06.2015	(1341)	Transfer	111902	3.3288
				12.06.2015	(15426)	Transfer	96476	2.8699
				19.06.2015	(1000)	Transfer	95476	2.8402
				26.02.2016	(1500)	Transfer	93976	2.7956
				11.03.2016	(5000)	Transfer	88976	2.6468
				18.03.2016	(600)	Transfer	88376	2.629
				25.03.2016	(1000)	Transfer	87376	2.5992
	<b>At the end of the year</b>	<b>87376</b>	<b>2.5992</b>					
5.	Ashish Kumar Kharkia*							
	<b>Shareholding as on May 29, 2015</b>	<b>3400</b>	<b>0.1011</b>					
				05.06.2015	40992	Transfer	44392	1.3206
				12.06.2015	17850	Transfer	62242	1.8516
				19.06.2015	12200	Transfer	74442	2.2145
				26.06.2015	(442)	Transfer	74000	2.2013
				17/07/2015	(115)	Transfer	73885	2.1979
				24/07/2015	(110)	Transfer	73775	2.1946
				31.07.2015	(1320)	Transfer	72455	2.1554
				11.09.2015	(1)	Transfer	72454	2.1553
				15.01.2016	(4454)	Transfer	68000	2.0228
				29.01.2016	(807)	Transfer	67193	1.9988
				05.02.2016	(600)	Transfer	66593	1.981
				11.03.2016	(2000)	Transfer	64593	1.9215

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				18.03.2016	(5512)	Transfer	59081	1.7575
				31.03.2016	(300)	Transfer	58781	1.7486
	<b>At the end of the year</b>	<b>58781</b>	<b>1.7486</b>					
6.	Krishna Kumar Choudhary							
	<b>At the beginning of year</b>	<b>42150</b>	<b>1.25</b>					
						NIL Movement during the year	42150	1.25
	<b>At the end of the year</b>	<b>42150</b>	<b>1.25</b>					
7.	Anuradha Ray							
	<b>At the beginning of year</b>	<b>11550</b>	<b>0.3436</b>					
						NIL Movement during the year	11550	0.3436
	<b>At the end of year</b>	<b>11550</b>	<b>0.3436</b>					
8.	Umesh Kumar Agarwal (HUF)							
	<b>At the beginning of the year</b>	<b>10000</b>	<b>0.2975</b>					
						NIL Movement during the year	10000	0.2975
	<b>At the end of year</b>	<b>10000</b>	<b>0.2975</b>					
9.	Mahesh Kumar Agarwal (HUF)*							
	<b>At the beginning of year</b>	<b>10000</b>	<b>0.2975</b>					
						NIL Movement during the year	10000	0.2975
	<b>At the end of the year</b>	<b>10000</b>	<b>0.2975</b>					
10.	RaghavBajoria <sup>#</sup>							
	<b>At the beginning of year</b>	<b>34169</b>	<b>1.02</b>					
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>					
11.	Ashika Stock Broking Ltd – Client Margin A/c <sup>#</sup>							
	<b>At the beginning of the year</b>	<b>25000</b>	<b>0.7437</b>					
				12.06.2015	(21000)	Transfer	4000	0.119
				07.08.2015	(3900)	Transfer	100	0.003
				02.10.2015	49	Transfer	149	0.0044
				13.11.2015	9851	Transfer	10000	0.2975
				19.02.2016	(1327)	Transfer	8673	0.258
				26.02.2016	4491	Transfer	13164	0.3916
				11.03.2016	8500	Transfer	21664	0.6445
				18.03.2016	(7350)	Transfer	14314	0.4258
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>					
12.	HardikMahendraChheda <sup>#</sup>	18191	0.541					
	<b>At the beginning of the year</b>	<b>18191</b>	<b>0.541</b>					
				05.06.2015	(13155)	Transfer	5036	0.1498
				19.06.2015	(3536)	Transfer	1500	0.0446
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>					
13.	ASE Capital Markets Ltd*							
	<b>At the beginning of the year</b>	<b>8360</b>	<b>0.2487</b>					
	<b>At the end of the year</b>	<b>9909</b>	<b>0.2948</b>					

\*Not in the list of Top ten shareholders at the beginning of the year. The same has been shown above since the shareholders were one of the Top ten shareholders as on March 31, 2016.

#Ceased to be in the list of Top ten shareholders at the end of the year i.e. as on March 31, 2016. The same has been reflected above since the shareholders were one of the Top 10 shareholders as at the beginning of the year.

- The aforementioned information is disclosed as provided by the Registrar & Share Transfer Agent of the company.

**(v)Shareholding of Directors and Key Managerial Personnel:**

S.No.	Name of Director/Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of totalshares of thecompany	No. of shares	% of totalshares of the Company
1.	AvinashBajoria – Managing Director				
	At the beginning of the year	433087	12.88	433087	12.88
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year			433087	12.88
2.	PreetanjaliBajoria – Whole Time Director				
	At the beginning of the year	37500	1.12	37500	1.12
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year			37500	1.12
3.	Manoj Kumar Choudhary – Independent Director				
	<b>At the beginning of the year (as on April 10, 2015)</b>	<b>25000</b>	<b>0.7437</b>		
	Decrease of Share on account of transfer as on November 13, 2015	(10000)		15000	0.4462
	Increase of share on account of transfer as on March 18, 2016	8500		23500	0.69941
	<b>At the end of the year</b>	<b>23500</b>	<b>0.69941</b>		

4.	RaghuNandanJalan – Independent Director				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
5.	Pratap Kumar Mondal – Independent Director				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
6.	AnishaJain – Company Secretary				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
7.	Suresh Kumar Jain – CFO				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

(Rs. In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	437.46	199.42	-	636.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	7.44	-	7.44
<b>Total (i+ii+iii)</b>	<b>437.46</b>	<b>206.86</b>	<b>-</b>	<b>644.32</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	306.21	-	306.21
* Reduction	(86.64)	-	-	(86.64)
<b>Net Change</b>	<b>(86.64)</b>	<b>306.21</b>	<b>-</b>	<b>219.57</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	350.81	507.97	-	857.45
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	5.11	-	6.43
<b>Total (i+ii+iii)</b>	<b>350.81</b>	<b>513.08</b>	<b>-</b>	<b>863.89</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		AvinashBajoria (Managing Director)*	PreetanjaliBajoria (Whole Time Director)**	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	4,50,000	16,50,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	-	39,600
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>12,39,600</b>	<b>4,50,000</b>	<b>16,89,600</b>
	Ceiling as per the Act	As per Section 197 read with Schedule V of Companies Act, 2013		

\*Mr. Avinash Bajoria was paid the increased remuneration w.e.f. October 1, 2015 pursuant to the resolution passed in 35<sup>th</sup> Annual General Meeting for increase in his remuneration.

\*\*Mrs. Preetanjali Bajoria was appointed as a Whole Time Director of the company w.e.f October 1, 2015. Hence, she was paid remuneration for the period from October 1, 2015 to March 31, 2016. The remuneration depicted above of Mrs. Preetanjali Bajoria is of six months.

**B. Remuneration to other directors : NIL**

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S.No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,89,125	9,92,400	11,46,714
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	17,221	61,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	Others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	2,89,125	10,09,621	12,98,746

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/punishment/compounding of offences for breach of Companies Act, 2013 against the company or its Directors or other officers in default, if any, during the year ended March 31, 2016.

**Annexure IV**

**Details Pertaining to Remuneration as required under Section 197 (12) of the Companies Act, 2013 read with rule 5 (1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

i) Ratio of Remuneration of each Director to the median remuneration of the employees of the company for the financial year 2015-16, the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2015-16 :

S.No.	Name of Director/KMP and Designation	Ratio of Remuneration of each Director and key managerial personnel to median remuneration of employees	% increase in Remuneration in the financial year 2015-16
1.	Avinash Bajoria (Managing Director)*	4.13:1	67.60%
2.	Preetanjali Bajoria (Whole Time Director)**	1.50:1	Not Applicable
3.	Raghu Nandan Jalan (Independent Director)	-	-
4.	Pratap Kumar Mondal (Independent Director)	-	-
5.	Manoj Kumar Choudhary (Independent Director)	-	-
6.	Anisha Jain (Company Secretary)	0.96:1	20.01%
7.	Suresh Kumar Jain (Chief Financial Officer)	3.36:1	5.45%

\*The remuneration of Mr. Avinash Bajoria, Managing Director has been increased w.e.f. October 1, 2015. Hence, the aforementioned calculation is made on the basis of Remuneration paid during the year 2015-16.

\*\*Mrs. Preetanjali Bajoria was appointed as the Whole Time Director of the company w.e.f October 1, 2015. Therefore, % increase in remuneration in the financial year 2015-16 is not applicable.

ii) The median remuneration of employees of the Company during the financial year was Rs.2,86,655/-.

iii) In the financial year, there was an increase of 16.20% in the median remuneration of the employees.

iv) There were 29 permanent employees on the rolls of the Company as on March 31, 2016.

v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 11.14% whereas the increase in the managerial remuneration for the same financial year was 67.60%. The increase is mainly due to increase in remuneration of Mr. Avinash Bajoria.

vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

vii) Pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 & Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees are drawing remuneration in excess of limits set out in the rules. However, as required by the amended rules, the list of top 10 employees of the company in terms of remuneration drawn are as follows :-



Particulars	Name of top 10 employees in terms of Remuneration drawn									
	AvinashBajoria	PreetanjaliBajoria	Suresh Jain	Jitendra Sharma	K.C.Singh	MeenaDosi	Ramesh Chandra Shukla	Chandan Mal Jangir	BabulalJat	H.N.Dwivedi
Designation of the employee	Managing Director	Whole Time Director	CFO	G.M.Works	DGM Production	Excise Officer	Manager Production	Foremen	Manager Production	Asst. Manager Store
Remuneration Received	1200000	450000	992400	975600	710094	696000	434497	394965	398309	410754
Nature of employment	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent
Qualifications & Experience	B.Com. 23 years	B.A. 20 years	B.Com 28 years	B.E. 19 years	B.A. 36 years	B.A. 21 years	B.A. 30 years	8 <sup>TH</sup> 40 years	Diploma in Mechanical 19 years	M.A. 36 years
Date of commencement of employment	01.11.2008	01.10.2015	15.06.2009	23.04.2013	01.01.2011	17.08.2012	05.08.1986	22.12.1999	11.08.1997	01.09.1983
Age	24.12.1970	25.12.1973	01.07.1961	07.10.1973	13.12.1960	01.07.1974	01.02.1966	26.07.1955	23.05.1970	05.06.1952
Last employment held by an employee before joining the company	Self Employed	Self Employed	Greenply Industries Limited	Nirmal Glass Tech Industries	Punjab Gas Cylinders	Self Employed	Ist Job in RCCL	Garima Casting	Ist. Job in RCCL	Shankar Engineering Works
% of equity shares held by employee	12.88%	1.15%	NIL	NIL	0.0268	NIL	0.0134	NIL	NIL	0.0134
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Spouse of Whole Time Director	Spouse of Managing Director	NA	NA	NA	NA	NA	NA	NA	NA

For & on behalf of the Board of Directors

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

Sd/-  
(Preetanjali Bajoria)  
Whole - Time Director  
DIN No. 01102192

Date: 11.08.2016  
Place : Jaipur

**Annexure V**

**NOMINATION AND REMUNERATION POLICY**

**PREAMBLE**

Section 178 of the Companies Act, 2013 and Part A of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Nomination and Remuneration Committee of the Board of Directors of every listed company, among other prescribed class of companies, to

- formulate the criterion for determining qualifications, positive attributes and independence of Directors and recommend to the Board a policy, relating to remuneration for directors, key managerial personnel and other employees.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criterion laid down, recommend to the Board their appointment and removal
- Carry out evaluation of every director's performance
- Formulate the criterion for evaluation of independent directors and the Board

Accordingly, to comply with the aforesaid requirements, the Board of Directors of Rajasthan Cylinders And Containers Ltd has approved and formulated the Nomination and Remuneration policy as per the recommendation made by the Nomination And Remuneration Committee of Directors of the Company. This policy shall be effective from December 1, 2015.

The Policy of the company is designed to attract, retain and motivate the Senior Management Personnel including its key managerial personnel ("KMP") and Board of the company. The policy ensures that –

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

This Policy shall replace the previous Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee to the Board of Directors.

**DEFINITIONS**

1. "Act" means the Companies Act, 2013 and the rules framed there under, as amended from time to time.
2. "Board" means Board of Directors of the company.
3. "Committee" means Nomination and Remuneration Committee of the company as constituted or reconstituted by the Board.
4. "Company" means Rajasthan Cylinders And Containers Ltd
5. "Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Words and expressions used in this Policy but not defined shall have the meaning as given in Companies Act, 2013 read with rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

**APPLICABILITY**

The policy is applicable to :

1. Directors (Executive and Non – Executive)
2. Key Managerial Personnel
3. Senior Management Personnel & Other Employees

**POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT PERSONNEL (SMP)**

- i. Appointment criterion and qualifications :
  1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience for the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
  2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by the person is sufficient/satisfactory for the concerned position.
  3. The Company shall not appoint or continue the employment of any person as Whole- time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
  4. Appointment of independent directors shall be subject to compliance of provisions of Section 149 of Companies Act, 2013, read with Schedule IV and rules made thereunder.
- ii. Term / Tenure :
  1. Managing Director / Whole Time Director :

The company shall appoint or re-appoint any person as its Managing Director or Executive Director for the term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.
  2. Independent Director :
    - a. An independent director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in the Board's report.
    - b. No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after expiry of three years of ceasing to become an independent director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.
  3. Evaluation :

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) or at such intervals as may be considered necessary.
  4. Removal :

Due to reasons for any disqualification mentioned in Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to provisions and compliance of the said act, rules and regulations.
  5. Retirement :

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefits of the Company.

**POLICY RELATING TO THE REMUNERATION FOR THE WHOLE – TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL (SMP)****(a) GENERAL**

1. Increments to the existing remuneration may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders, wherever applicable in case of Whole – Time Directors / Managing Director.

2. Where any insurance is taken by the company for its Directors, KMPs and SMPs for protecting them against any liability, the premium paid on such insurance shall not be treated as part of remuneration payable to such persons. Provided that if such person is provided to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) REMUNERATION TO THE WHOLE-TIME / EXECUTIVE/ MANAGING DIRECTOR :

1. FIXED PAY :

The remuneration of Whole – Time / Executive/Managing Director is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves the same and wherever necessary forwards the same for the approval of the shareholders in the General Meeting of the company. The remuneration shall include salary, allowances, perquisites and Company's contribution to Provident Fund, as the case may be, in accordance with the Company's policy as amended from time to time and approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

2. MINIMUM REMUNERATION :

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole Time Director/Managing Director, the same remuneration as approved by the shareholders in the general meeting in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of Central Government.

3. PROVISIONS FOR EXCESS REMUNERATION :

If any Managing/Whole – Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under Companies Act, 2013 or without the prior sanction of the Central Government, wherever required, he/she shall refund such sums to the Company and until such sum is refunded, hold the same in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by Central Government.

4. OTHER CONDITIONS :

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

**REMUNERATION OF NON – EXECUTIVE DIRECTORS/INDEPENDENT DIRECTORS**

1. The Non Executive Directors/Independent Directors of the company may receive remuneration by way of sitting fees for attending the meeting of the Board of Directors or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013 and rules framed or such amount as may be prescribed by the Central Government.

2. The Non – Executive Directors of the company are not entitled for any Employee Stock Options Scheme (ESOS), Bonus pay or any other similar plans.

**REMUNERATION OF KEY MANAGERIAL PERSONNEL (EXCLUDING EXECUTIVE DIRECTORS AND MANAGING DIRECTORS) AND SENIOR MANAGERIAL PERSONNEL (“SMP”)**

The Board believes that a combination of fixed and variable pays to the KMP and SMP ensure that company can attract and retain best talents. The Key Managerial Personnel (Excluding Executive Director and Managing Director) and SMP shall be paid monthly remuneration as per the Company's policies and/or as may be approved by the Board on the recommendation of Committee. The remuneration of KMP and SMP mainly comprises basic salary, allowances, perquisites, variable/incentives pay linked to performance, reimbursement of expenses and retirement benefits etc. Allowance, perquisites, bonus, variable/incentives pay and retirement benefits are paid according to the Company policy, subject to the prescribed statutory ceiling under various statutes.

**REMUNERATION OF OTHER EMPLOYEES**

Apart from Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions.

The remuneration of other employees mainly comprises basic salary and in addition to basic salary, they are also provided allowances, perquisites etc. as per the Company's policy and statutory requirements, where applicable.

**AMENDMENT**

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when it deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Annexure VI**

**Auditors' Certificate on Corporate Governance**

To

The Members  
Rajasthan Cylinders and Containers Ltd  
Jaipur

We have examined the compliance of conditions of Corporate Governance by Rajasthan Cylinders And Containers Ltd (“the Company”), for the year ended 31st March, 2016, as stipulated in clause 49 of the Listing Agreement (‘Listing Agreement’) of the company with the relevant stock

exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S.S.SURANA & CO.**  
*Chartered Accountants*  
(FRN 001079C)  
Sd/-  
(Pralhad Gupta)  
Partner  
Membership No. 074458

Place : Jaipur  
Date : 30.05.2016

**Annexure VII**

**Form MR-3  
SECRETARIAL AUDIT REPORT**

**For The Financial Year Ended On 31st March, 2016**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,  
The Members,  
Rajasthan Cylinders and Containers Ltd  
SP-825 ROAD NO 14 V.K.I AREA, JAIPUR-13(RAJ)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rajasthan Cylinders and Containers Ltd (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Rajasthan Cylinders and Containers Ltd for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ SEBI (Share Based Employee Benefits) Regulations, 2014;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008; **(Not applicable to the Company during Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during Audit Period) &**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during Audit Period)**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Calcutta Stock Exchange

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable specifically to the Company;

1. Factories Act, 1948
2. Payment of Wages Act, 1936, and rules made there under,
3. The Minimum Wages Act, 1948, and rules made there under,
4. Employees' State Insurance Act, 1948, and rules made there under,
5. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under
6. The Payment of Bonus Act, 1965, and rules made there under,
7. The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
8. The Air (Prevention and Control of Pollution) Act, 1981
9. Explosives Act, 1884, and rules made there under,
10. Central Excise Act, 1944 and rules made there under.

I further report that, during the year under review:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For MayurSanghi & Associates  
Company Secretaries**

Sd/-

**Mayur Sanghi  
Proprietor**

M.No.: ACS 31712

C. P. No.: 11648

Jaipur  
May 30, 2016

**(This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.)**

**'ANNEXURE A'**

To,

The Members,

**Rajasthan Cylinders and Containers Limited**

SP 825, Road No. 14, VKIA, Jaipur-302013

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For MayurSanghi & Associates  
Company Secretaries**

Sd/-

**Mayur Sanghi  
Proprietor**

M.No.: ACS 31712

C. P. No.: 11648

Jaipur  
May 30, 2016

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management presents its analysis report covering performance and outlook of the Company. The report has been prepared in compliance with corporate governance requirements as laid down in the listing agreement. The management accepts responsibility for the integrity and objectivity of the financial statement. However, investors and readers are cautioned that this discussion contains certain forward looking statements that involve risk and uncertainties.

### **1. INDUSTRY STRUCTURE AND DEVELOPMENT**

During the year 2015-16 there is marginal improvement in the working of the company and it able to reduce its losses. The production and sales of cylinders and valves increased marginally as compared to previous year and overall turnover of the company increases marginally. The cost control majors taken by the company has enabled it to lower the losses during the year.

### **2. OPPORTUNITIES AND THREATS**

The Company's manufacturing unit is situated at Jaipur.

The government's policies to ensure smokeless kitchens across rural India, launched on May 1, 2016, by the Central Government under Pradhan Mantri Ujjwala Yojana (scheme) which aims to provide free LPG connections to the women belonging to BPL ( below poverty line) families in the country provide a good opportunity for growth.

However, the technology up-gradation and propose use of alternate material for LPG cylinders along with supply of LPG through pipelines are the challenges to the Cylinder's manufacturer. The location disadvantage of the manufacturing unit at Jaipur result into increased freight component on HR Coils also having a bigger challenge for the Company. Further delay in implementation of GST is affecting the Net realization price of Companies end products.

### **3. PERFORMANCE**

The Performance of the company during the year is as under:-

(Rs./Lakhs)

PARTICULARS	2015-16	2014-15
PBDAI	97.63	13.55
PAD	(23.54)	(144.34)
PAT	(17.88)	(108.39)

### **4. OUTLOOK**

Management is expecting that as per present policy of the Central Government to provide LPG connection in rural areas under Pradhan Mantri Ujjwala Yojana (scheme), there would be continuous flow of the orders. However, the increase in input cost will put pressure on the company to quote competitive rates to match the prices of other cylinder manufacturer who are having the location advantage. Company is hopeful that with the implementation of GST net NDP prices of it's finished goods likely to be favourable.

### **5. INTERNAL CONTROL SYSTEM**

The Company has adequate internal control system to safeguard the company's assets from any loss or damage, to control cost, prevent revenue loss and required financial and accounting controls and to effectively implement the applicable accounting standards.

### **6. RISKS AND CONCERNS**

The management continues to monitor the risks concerning the company and take actions as appropriate to the situation.

### **7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

As on March 31, 2016 the company had 29 permanent employees at its manufacturing plants and administrative office.

We believe that people are the most valuable assets of the company as they contribute significantly to the achievement of business objectives. During the year, various HR measures were taken to make the HR policies up to the required business needs. The Company has strong and dedicated team of employees and they have shown commitment, competence and dedication in all area of business.

### **8. CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis Report describing the Company's objectives, estimates etc. may be "forward Looking Statement" within the applicable laws and regulations. Actual results may vary from these expressed or implied; several factors that may affect Company's operations include Raw Material prices, Government Policies and several other factors. The Company takes no responsibility for any consequences of the decision made, based on such statement and holds no obligation to update these in future.

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance refers to the set of systems, principles and processes by which a company is governed. Good Corporate practices ensure that Company meets its obligation to optimize shareholders value and compliance with the regulation leading to effective central and management of organization. It is our constant endeavour to ensure excellent performance, good returns for our investors, create job opportunities and high quality products. Hence, the provisions of the Corporate Governance code prescribed by the Companies Act and the listing Agreement have been complied with.

### 2. BOARD OF DIRECTORS

- Composition of Board of Directors**

The Company's policy is to maintain optimum combination of Executive and Non – Executive Directors. The composition of Board is in conformity with Regulation 17 of SEBI Listing Regulations read with Section 149 of the Act. The details of composition and category of Directors as on March 31, 2016 are as follows:

CATEGORY	NAME OF DIRECTORS
Executive Director	
<ul style="list-style-type: none"> <li>Managing Director/Promoter Director</li> <li>Whole Time Director/Promoter Director</li> </ul>	Mr.AvinashBajoria Mrs.PreetanjaliBajoria
Non-Executive Director	
<ul style="list-style-type: none"> <li>Independent Directors</li> </ul>	1. Mr.RaghuNandanJalan 2. Mr.Pratap Kumar Mondal 3. Mr. Manoj Kumar Choudhary

- Mrs.Preetanjali Bajoria is the spouse of Mr.Avinash Bajoria. None of the other Directors are related to any other Director on the board.
- As on March 31, 2016, Mr. Manoj Kumar Choudhary, Non-Executive Independent Director of the company holds 23,500 no. of shares in the company. Other Non-Executive Directors do not hold any no. of shares and convertible instruments in the company.

- Board Meetings and Attendance :**

During the year ended March 31, 2016, seven Board Meetings were held on 08.05.2015, 14.05.2015, 18.07.2015, 13.08.2015, 07.11.2015, 11.02.2016, 28.03.2016. The necessary quorum was present in all meetings.

None of the Directors on the Board holds Directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director.

The following table provides the attendance record at the Board Meeting, last Annual General Meeting and the number of Directorships, Memberships and Chairmanships in other public limited companies :

Name of the Director	No. of Board Meetings held and attended during tenure(1)							Attendance at last Annual General Meeting	No. of Directorships in other Companies as on March 31, 2016 (excluding Rajasthan Cylinders And Containers Ltd) (2)	Committee Memberships as on March 31, 2016 (3)	
	1	2	3	4	5	6	7			No. of Membership in Committees	No. of Chairmanship in Committees
Mr.AvinashBajoria	P	P	P	P	P	P	P	Present	NIL	NIL	NIL
Mr.RaghuNandanJalan	P	P	A	P	A	P	A	Present	NIL	NIL	NIL
Mr.Pratap Kumar Mondal	P	P	A	P	A	P	A	Present	1	-	3
Mr. Manoj Kumar Choudhary	P	P	A	P	A	P	A	Absent	1	1	-
Mrs.PreetanjaliBajoria	P	P	P	P	P	P	P	Present	NIL	NIL	NIL

(1) P : Present ; A: Absent

(2) Excluding Private Limited Companies, Foreign Companies, Section 8 companies and Alternate Directorships.

(3) Includes only Audit and Shareholders Grievance Committee/Stakeholders' Relationship Committee in other public limited companies.

- During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole. The familiarisation programme for independent directors can be accessed at the following weblink :-[www.bajoriagroup.in/PdfFile/Policies/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf](http://www.bajoriagroup.in/PdfFile/Policies/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf)
- All the Directors were present physically in the aforesaid meetings.
- The terms and conditions of appointment of the Independent Directors are disclosed on the website of the company.
- Brief Resume of Director seeking Appointment/Re-appointment at the ensuing Annual General Meeting**

#### A. Mr. Avinash Bajoria

Mr. Avinash Bajoria (DIN : 01402573) (Born on : 24/12/1970) aged 45 years is the Managing Director of the Company and commerce graduate by qualification. He was first inducted on 24.11.2006 in the Board of Directors of the company as an Additional Director. He possess rich experience of over 20 years in manufacturing, trading activities covering all functions of General Management as liason 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. Except Mrs.Preetanjali Bajoria, wife of Mr.Avinash Bajoria, he is not related with any other Director, Key Managerial Personnel of the company. For details regarding the remuneration drawn by him, please refer to the Corporate Governance Report.



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

- Shipra Towers Private Limited
- Bajoria Farms Private Limited
- Rameshwar Properties Pvt. Ltd.
- Mangalkamna Agency Private Limited

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

No. of Shares held in the company – 433087

No. of Board Meetings attended in the company during the year - 7

#### **B. Mrs.Preetanjali Bajoria**

Mrs.Preetanjali Bajoria (DIN : 01102192 ) (Born on 25/12/1973) aged 42 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 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 35<sup>th</sup> AGM for the period of three (3) years w.e.f. October 1, 2015. 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.

Companies (other than Rajasthan Cylinders And Containers Ltd) in which Mrs. Preetanjali Bajoria holds the Directorship –

- Kindled Hearts Montessori House Private Limited

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

No. of Shares held in the company – 37,500

No. of Board Meetings attended during the year in Rajasthan Cylinders And Containers Ltd - 7

### **3. Committees of Board of Directors**

Currently, the Board has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee. The composition and other details of committees are in accordance with the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 :

#### **a. Audit Committee**

##### **i) Terms of Reference :**

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company;
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgement by management;
  - d) Significant adjustments made in the financial statements arising out of the audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualification in draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the Board for approval;
- Reviewing with the management the annual financial statements;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors for any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;



- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of whistle blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate;
- Review of the following information:
  - a) Management discussion and analysis of financial condition and result of operations;
  - b) Statement of significant related party transactions (as defined by audit committee), submitted by management;
  - c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - d) Internal audit reports relating to internal control weaknesses;
  - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee
- Any other function as mentioned in Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**ii) Composition of the Committee**

Name of the Director	Designation
Mr. Manoj Kumar Choudhary	Chairman
Mr. Pratap Kumar Mondal	Member
Mr. RaghunandanJalan	Member

The Company Secretary acts as the Secretary to the Committee.

**iii) Meetings of Audit Committee held during the year and Directors' Attendance**

Four meetings of Audit Committee were held during the year – on 14.05.2015, 13.08.2015, 07.11.2015 and 11.02.2016 and the gap between two meetings did not exceed four months. The necessary quorum was present in all the meetings. The attendance details of the committee meetings are as follows :-

Name of Directors	No. of Meetings held	No. of Meetings attended
Mr. RaghunandanJalan	4	4
Mr. Manoj Kumar Choudhary	4	4
Mr. Pratap Kumar Mondal	4	4

**b) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations read with Section 178 of the Act.

**i) Terms of Reference**

The terms of reference of the Committee inter alia, includes the following:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criterion laid down and also recommended to the Board their appointment and their removal;
- To evaluate, approve and recommend the remuneration and terms of appointment of whole time directors within the overall ceilings approved by the shareholders;
- To carry out the evaluation of every directors' performance;
- To formulate the criterion for determining qualification, positive attributes and independence of a director;
- To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**ii) Composition of the Committee**

Name of the Director	Designation
Pratap Kumar Mondal	Chairman
RaghunandanJalan	Member
Manoj Kumar Choudhary	Member

The Company Secretary shall act as a Secretary to the Committee.

**iii) Meetings of Nomination and Remuneration Committee held during the year and Directors' Attendance**

During the year, two meetings of Nomination and Remuneration committee were held on 12.08.2015 and 30.09.2015. The attendance details of the committee meetings are as follows :-

Name of Directors	No. of Meetings held	No. of Meetings attended
Pratap Kumar Mondal	2	2
RaghunandanJalan	2	2
Manoj Kumar Choudhary	2	2

**iv) Remuneration Policy**

The revised Nomination and Remuneration Policy of the company as approved by the Board in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 is enclosed as Annexure V of Directors' Report.

**v) Performance Evaluation of Independent Directors**

The criterion for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated.

**vi) Remuneration Paid to Executive Directors during 2015-16**

Name of the Director	Salaries and Allowances	Perquisites	Company's Contribution to PF	Commission & Performance linked incentives	Sitting Fees	Total
Mr.AvinashBajoria	12,00,000	39,600	-	-	-	12,39,600
Mrs.PreetanjaliBajoria	4,50,000	-	-	-	-	4,50,000

vii) None of the Directors had the pecuniary relationship with the company.

viii) The non-executive Directors of the company are not paid any remuneration during the year 2015-16.

ix) The company enters into service contracts with all executive directors till the duration of their tenure. The services of the Executive Directors may be terminated by either party, giving the other party three months' notice or the company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.

x) The company does not have any stock option/Employees Stock Option Scheme.

**c) Stakeholders' Relationship Committee :-**

In consonance with the requirements of Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 which became applicable on December 1, 2015, the Board of Directors vide its resolution dated November 07, 2015 renamed the existing Shareholders/Investors Grievance Committee to Stakeholders' Relationship Committee. Further, the Board decided to dissolve Share Transfer Committee and handed over all its work to Stakeholder' Relationship Committee.

The Stakeholders' Relationship Committee of the Company is entrusted specifically to look into the redressal of grievances of shareholders and other security holders. This committee considers and resolves the grievances of the shareholders of the company including complaints related to transfer of shares, non-receipt of balance sheets, non-receipt of declared dividends. To expedite the process of share transfer, the Board has delegated the power of share transfer to the Company's Registrar and Share Transfer Agent, M/s BeetalFinancial and Computer Services (P) Ltd.

The terms of reference of Shareholders'/Investors Grievance Committee was conferred on Stakeholders' Relationship Committee formed in accordance with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the committee, inter-alia, includes :-

- Consider and resolve the grievances of security holders of the company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/notice/annual reports etc. and all other security holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer or transmission of securities, etc.

The details of composition of Stakeholders' Relationship Committee are as follows :-

Name of the Director	Designation
Pratap Kumar Mondal	Chairman
RaghunandanJalan	Member
Manoj Kumar Choudhary	Member

**iii) Meetings of Stakeholders' Relationship Committee held during the year and Directors' Attendance**

During the year, two meetings of Stakeholders' Relationship committee were held on 18.01.2016 and 17.02.2016. The attendance details of the committee meetings are as follows :-

Name of Directors	No. of Meetings held	No. of Meetings attended
Pratap Kumar Mondal	2	2
RaghunandanJalan	2	2
Manoj Kumar Choudhary	2	2

Ms.Anisha Jain, Company secretary of the company is the Compliance Officer of the company and also acts as the Secretary to the committee. During the year under review, no complaints were received from the shareholders, therefore there was no investors' complaint pending as on March 31, 2016.

**4. General Body Meetings**

i) Date, Time & Venue of last three Annual General Meetings are as follows :

FINANCIAL YEAR	DATE	TIME	VENUE
2012-13	30/09/2013	11.00 A.M.	SP-825, Road No. 14. Vishwakarma Industrial Area, Jaipur
2013-14	30/09/2014	11.00 A.M.	SP-825, Road No. 14. Vishwakarma Industrial Area, Jaipur
2014-15	29/09/2015	11.00 A.M.	SP-825, Road No. 14. Vishwakarma Industrial Area, Jaipur

ii) The details of the special resolutions passed in the previous three AGMs are as under –

AGM	Subject Matter of Special Resolution
33 <sup>rd</sup> AGM (September 30, 2013)	Appointment of Mr.AvinashBajoria as Managing Director of the Company.
35 <sup>th</sup> AGM (September 29, 2015)	1. Appointment of Mrs.PreetanjaliBajoria as Whole Time Director. 2. Adoption of new set of Articles of Association of company as per Companies Act, 2013. 3. Increase in Remuneration of Mr.AvinashBajoria, Managing Director.

iii) Postal Ballot

During the year under review, Special Resolutions for authorizing the Board for the following and as contained in the Notice to shareholders dated July 18, 2015 were approved by the Shareholders of the Company through postal ballot :

1. To borrow money uptoRs. 50 Crores under Section 180(1)(c) of Companies Act, 2013. (hereinafter referred to as **Resolution No. 1**)
- 2.To create charges, mortgages etc. on the movable and/or immovable properties of the company under Section 180(1)(a) of Companies Act, 2013. (herein after referred to as **Resolution No. 2**)
- 3.To provide Loans, Investments, Guarantees and Securities by the Company under Section 186 of theCompanies Act, 2013 in excess of the prescribed limits. (hereinafter referred to as **Resolution No. 3**)

Mr.Arun Kumar Shrivastav, Practicing Chartered Accountant is appointed as the Scrutinizer for the postal ballot process. The e-voting facility is also made available in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement for postal ballot process.

Voting Period : July 28, 2015 – August 26, 2015

Date of declaration of result : August 28, 2015

Details of voting are as follows :-

Sl. No.	Particulars		Resolution No. 1 (Special Resolution)		Resolution No. 2 (Special Resolution)		Resolution No. 3 (Special Resolution)	
			No. of Postal Ballots	No. of Shares	No. of Postal Ballots	No. of Shares	No. of Postal Ballots	No. of Shares
A	Postal Ballot Forms Received	E-Voting	11	1892346	11	1892346	11	1892346
		Physical	16	256170	16	256170	16	256170
B	Less : Invalid Postal Ballot Forms		NIL	NIL	NIL	NIL	NIL	NIL
C	Net Valid Postal Ballot Forms		27	2148516	27	2148516	27	2148516
D	Votes cast in favour of Resolution		27	2148516	27	2148516	27	2148516
E	Votes cast against the resolution		0	0	0	0	0	0

The company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above through a postal ballot.

iv) Details of Special Resolution proposed to be conducted through Postal Ballot : No Special Resolution is proposed to be conducted through postal ballot at the AGM to be held on September 30, 2016.

v) Procedure for Postal Ballot

The company has complied with the procedure for postal ballot in terms of Section 108 and 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and amendment thereof, if any. In compliance with Sections 108 and 110 and other applicable provisions of Companies Act, 2013 read with related rules, the company provides e-voting facility to all its members. The Company engages the system of CDSL for the purpose of providing e-voting facility to its shareholders. The members have the option to vote either by physical ballot or e-voting.

The company dispatches the postal ballot notices and forms along with self addressed pre-paid postage envelope to its members whose name appears on the register of members/list of beneficiaries as on cut-off date. The postal ballot notice is sent to members in electronic form to the e-mail addresses registered with their depository participants (in case of electronic shareholding) /the Company's Registrar and Share Transfer Agent (in case of physical shareholding). The company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the act and applicable rules.

Voting Rights are reckoned on the paid-up capital of the shares registered in the name of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The Scrutinizer submits his report to Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman/authorised person. The results are also displayed on Company's website, [www.bajoriagroup.in](http://www.bajoriagroup.in), besides being communicated to stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of duly completed postal ballot forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### 5. Disclosures

- i. Basis of Related Party Transactions: The company has no materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the Directors, the management or their relatives etc. that may have potential conflicts with the company at large.  
Details of related party transactions are elaborated in Note No. 2.34 to the financial statements.
- ii. There were no instances of non- compliance by the company or penalties imposed on the company by stock exchange or SEBI or any other statutory authority on any matter related to capital markets, during the last three years.
- iii. Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee – The company has established a mechanism called vigil mechanism/whistle blower policy where employees are encouraged to report their concerns about any unethical behavior, malpractices, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. It is affirmed that no personnel have been denied access to the audit committee.
- iv. The company has complied with all the mandatory requirements and followed guidelines of Corporate Governance as set out in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The company has adopted the following discretionary requirements as stipulated under Regulation 27 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 :-
- v. Reporting of Internal Auditor  
The Internal Auditor directly reports to the Audit Committee on functional matters.  
Other non - mandatory requirements has not been adopted.

- vi. The company does not have policy for determining material subsidiaries as the company don't have any subsidiary companies. As per the SEBI regulations, 2015, the company also have Policy on Archival of Documents and Policy for preservation of documents.
- vii. The weblink where the policy on dealing with related party transactions is as follows:-  
[www.bajoriagroup.in/PdfFile/Policies/Related%20Party%20Transaction%20Policy.pdf](http://www.bajoriagroup.in/PdfFile/Policies/Related%20Party%20Transaction%20Policy.pdf)
- viii. The company is in compliance with corporate governance requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub – regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 to the extent these are applicable on the company.

**6. Means of Communication**

The quarterly , half yearly and annual audited financial results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. Also, the same are uploaded on the company's website i.e. [www.bajoriagroup.in](http://www.bajoriagroup.in).

**7. Management Discussion and Analysis Report :** Management Discussion and Analysis Report forms part of the Annual Report.

**8. General Shareholders Information**

**(i) 36<sup>th</sup> Annual General Meeting**

Day & Date : Friday, September 30, 2016  
Time : 11.00 A.M.  
Venue : SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur

**(ii) Financial Year** : April 1 – March 31

**(iii) Date of Book Closure** : September 24, 2016 – September 30, 2016 (Both Days Inclusive)

**(iv) Dividend Payment Date** : During the year, the company has not declared any dividend.

**(v) Listing on Stock Exchanges at** : Calcutta Stock Exchange Limited  
7, Lyons Range, Kolkata 700001  
BSE Ltd  
PhirozeJeeJeebhoy Towers,  
Dalal Street, Mumbai – 400001.

Annual Listing Fees as prescribed have been paid to Stock Exchanges.

**Scrp Codes** Calcutta Stock Exchange Limited 10028081  
BSE Ltd 538707

**Demat ISIN No.** INE929D01016

**(vi) Financial Calendar**

Financial Year: 1<sup>st</sup> April to 31<sup>st</sup> March

Tentative Schedule for declaration of results during the financial year 2016-17

1 <sup>st</sup> Quarter	2 <sup>nd</sup> Week of August, 2016
2 <sup>nd</sup> Quarter	2 <sup>nd</sup> Week of November, 2016
3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Week of February, 2017
4 <sup>th</sup> Quarter	4 <sup>th</sup> Week of May, 2017

Annual General Meeting for the year 2017: End of September 2017

**(vii) Market price data :** The high and low of the share price of the Company during each month in the last financial year at Calcutta Stock Exchange is not available as the shares are not being traded on these stock exchanges.

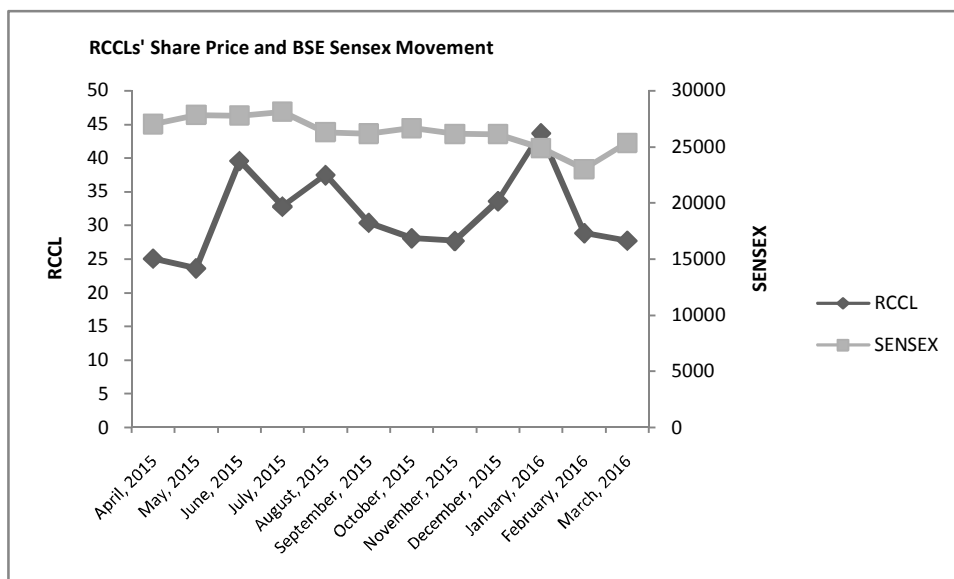
However, please find below the High/Low of Market Price of Company's equity shares traded on BSE Ltd from April 2015 to March, 2016 :-

Month	High	Low	Volume (Nos.)
April, 2015	28.00	16.40	126964
May, 2015	27.90	19.15	123607
June, 2015	56.25	21.00	157546
July, 2015	39.55	28.05	31273
August, 2015	37.45	30.15	7995
September, 2015	37.25	30.40	2804
October, 2015	29.10	23.15	8190
November, 2015	29.50	24.35	7538
December, 2015	30.30	27.55	22783
January, 2016	43.65	35.25	65056
February, 2016	47.00	28.85	30713
March, 2016	30.25	24.60	35109

**(viii) Performance of the share price of the Company in comparison to BSE SENSEX :-**

Months	RCCL (Closing Price)	BSE SENSEX (Closing Price)
April, 2015	25.10	27011.31
May, 2015	23.65	27828.44
June, 2015	39.55	27780.83
July, 2015	32.80	28114.56
August, 2015	37.45	26283.09
September, 2015	30.40	26154.83
October, 2015	28.10	26656.83
November, 2015	27.70	26145.67
December, 2015	33.60	26117.54

January, 2016	43.65	24870.69
February, 2016	28.85	23002.00
March, 2016	27.75	25341.86



**(ix) Registrar & Share Transfer Agents:**

M/s Beetal Financial & Computer Services (P) Ltd. , Beetle House, 3<sup>rd</sup> Floor, 99 Madangir Behind Local Shopping Centre, Near Dada HarsukhdasMandir, New Delhi 110062.

**(x) Share Transfer System :**

For transfer of shares in electronic form, the depositories directly transfer the dematerialized shares to the beneficiaries. Shareholders are not required to give separate communication to the Company to register share transfer.

For transfer of shares in physical form, shareholders are requested to send share certificate(s) along with the share transfer deed/form, duly executed and affixed with the share transfer stamp, to the Company's Registrar of Share Transfer Agent ('RTA'), M/s Beetal Financial & Computer Services (P) Ltd.. If the transfer documents are in order, the transfer of shares is registered within stipulated time by Company's RTA.. The Company obtains from a Company Secretary – in – Practice, a half yearly certificate of compliance with the share transfer formalities and timely issuance of share certificates, pursuant to Clause 47 (c) of the erstwhile listing agreement and Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Company regularly files a copy of the said certificate with the Stock Exchanges.

**(xi) Dematerialization of Shares:**

The company's shares are available for trading under both the Depository systems in India, the National Securities Depository Limited(NSDL) and the Central Depository Services (India) Limited (CDSL). The detail of mode of holding as on March 31, 2016 are as under :

S.No.	Mode of Holding	Holding (Nos.)	Holding (%)
1.	Shares held in demat form in NSDL	2493574	74.178
2.	Shares held in demat form in CDSL	696884	20.731
3.	Shares held in physical form	171137	5.091
	<b>TOTAL</b>	<b>33,61,595</b>	<b>100.000</b>

As on 31<sup>st</sup> March, 2016, the 94.909% of total equity shares are in demat form and the rest are in physical form.

**(xii) Distribution of Shareholding as on March 31, 2016**

Share or Debenture holding of nominal value	Share/Debenture Holders		Share/ Debenture Amount	
	Rs.	Number	Rs.	% to total
(1)	(2)	(3)	(4)	(5)
Upto 5000	660	95.79	26,51,220	7.8900
5001-10000	13	1.89	10,91,200	3.2500
10001-20000	1	0.15	1,15,500	0.3400
20001-30000	1	0.15	2,35,000	0.7000
30001-40000	1	0.15	3,75,000	1.1200
40001-50000	1	0.15	4,21,500	1.2500
50001-100000	5	0.73	39,36,220	11.7100
100001 and above	7	1.02	2,47,90,310	73.7500
Total	689	100.00	3,36,15,950	100.00

**Category – wise shareholding as on March 31<sup>st</sup>, 2016**

CATEGORY	No. of Shares held	% to total shares held
Non – Resident Indians	605	0.02
Bodies Corporate	15760	0.47
Promoters – Individual/HUF	1622138	48.26
Corporate Bodies – Promoter Group	843309	25.09

Resident Individuals	760869	22.63
Resident Individuals – HUF	118864	3.54
Clearing Member	50	0.00

(xiii) The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2016, the company does not have any outstanding ADRs/GDRs/Warrants or any convertible instruments.

(xiv) Commodity price risk or foreign exchange risk and hedging activities : Not Applicable

(xv) Disclosures with respect to demat suspense account/unclaimed suspense account : None.

**(xvi) Plant and Registered office located at :-**

Rajasthan Cylinders And Containers Ltd

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

Telephone No. 0141-2331771 /2 ;Fax No.0141-2330810 ; Email address :-info@bajoriagroup.in

**(xvii) Address for Investors Correspondence**

In case of any problem/query, shareholders can contact at :

**Address :**

Ms.Anisha Jain(Company Secretary & Compliance Officer)

SP-825, Road No. 14 ,

Vishwakarma Industrial Area, Jaipur – 302013

**Tel No.** 0141-2331771/2**Fax No.** 0141-2330810 **E-mail :** info@bajoriagroup.in

**(xviii) Auditors Certificate on Corporate Governance:**

As required under applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the auditors' certificate on corporate governance is annexed to the Directors' report.

**(xix) CEO and CFO Certification :**

As required by Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

**9. Declaration regarding compliance with the Company's Code of Conduct**

In terms of the requirement of Listing Regulations, this is to confirm that all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2016.

For Rajasthan Cylinders And Containers Ltd

Sd/-

**(Avinash Bajoria)**

**Managing Director**

**DIN No. 01402573**

**Place : Jaipur**

**Date : 11.08.2016**

*Annexure I*

**CEO and CFO CERTIFICATION**

To,

The Board of Directors

Rajasthan Cylinders And Containers Ltd

Jaipur

We, Mr. Avinash Bajoria, Managing Director and Mr. Suresh Kumar Jain, CFO of Rajasthan Cylinders And Containers Ltd hereby certify that :

a. We have reviewed the financial statements and the cash flow statement for the year 2015-16 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2015-16 which are fraudulent, illegal or violative of the company's code of conduct;

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee -

- Significant changes in internal control over the financial reporting during the year ;
- Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting.

For Rajasthan Cylinders And Containers Ltd

Sd/-

**(Avinash Bajoria)**  
**Managing Director**

**DIN No. 01402573**

Sd/-

**(Suresh Kumar Jain)**  
**CFO**

**Place : Jaipur**

**Date : 11.08.2016**

## INDEPENDENT AUDITOR'S REPORT

To The Members of  
**Rajasthan Cylinders & Containers Limited**

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Rajasthan Cylinders & Containers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into the account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

### Basis for Qualified Opinion

- (i) Non provision of Gratuity for the year Rs. 7,50,381/- and Cumulative upto 31/03/2016 Rs. 25,83,890/- (Previous Year Rs. 3,70,071/- and Cumulative upto 31/03/2015 Rs. 18,33,509/-) refer note No. 2.32.
- (ii) Non provision of Leave pay for the year Rs. 2,37,385/- and Cumulative upto 31/03/2016 Rs. 12,53,479/- (Previous Year Rs. 1,96,364/- and Cumulative upto 31/03/2015 Rs. 10,16,094/-) refer note No. 2.33.

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure- A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the company.
- (f) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- (g) The qualification relating to other matters connected there with are stated in the Basis for Qualified Opinion paragraph above.
- (h) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014 in our opinion and to the best of our information and according to the explanation given to us:
- The Company has disclosed the impact of pending litigation on its financial position in its financial statements- Refer Note No. 2.27 & 2.30 to the financial statements.
  - The Company does not have any long term contracts including derivative, contracts for which there were any material foreseeable losses.
  - There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March 2016.

**For S.S. SURANA & CO.**  
 Chartered Accountants  
 (FRN. 001079C)  
 Sd/-  
 (Pralhad Gupta)  
 Partner  
**Membership No. 074458**

Place: Jaipur  
 Date: 30/05/2016

**ANNEXURE - A FORMING PART OF THE INDEPENDENT AUDITOR'S REPORT OF Rajasthan Cylinders & Containers Limited**

Referred to in paragraph under the heading of "Report on other Legal & Regulatory Requirements" of our report of even date to the Members of Rajasthan Cylinders & Containers Limited on the standalone financial statement for the year ended March 31<sup>st</sup> 2016;

- I (a) As explained to us, the Company generally maintains proper records showing full particulars including quantitative details and situation of fixed Assets.
- (b) As informed to us, parts of the assets have been physically verified by the management in accordance with a phased programme of verification; however such physical verification reports were not available for our verification. As informed to us, no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except for the following immovable property:

Name of Immovable Property	Total Number of Cases	Gross Block (Amount in Rs.)	Net Block (Amount in Rs.)	Remarks
Building	2	9,66,180/-	8,67,782/-	Lease deed is yet to be executed and registered.

- (II) As per information furnished, the inventory lying at its location has been physically verified during the year by the management at reasonable intervals. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (III) According to information and explanations given to us, the company has given advances to 6 bodies corporate covered in the register maintained under Section 189 of the Companies Act 2013.
- The terms and conditions of the grant of such loans are not prejudicial to the company's interest except variation in the rate of interest charged from such parties.
  - The principal amount of loan and interest is payable on demand. Repayment of Loan and interest is received as and when demanded.
  - Since the amount of loan and interest is repayable on demand and the company has not recalled the loan, hence there is no overdue.
- (IV) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (V) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within in the meaning of the provisions of Sections 73 to 76 or any other relevant provisions of

Companies Act, 2013 and the rules framed thereunder and the directives issued by Reserve Bank of India.

- (VI) As explained to us, the Central Government has prescribed maintenance of the cost records under section 148(1) of the Companies Act, 2013 in respect to the company's products. We are of the opinion that prima facie, the prescribed accounts and records have been made and maintained by the company. However we have not made detailed examination of such records.
- (VII) (a) According to the records of the company produced for our verification, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to appropriate authorities wherever applicable. According to the information and explanation given to us, no undisputed arrears of statutory dues were outstanding as on 31/03/2016 for a period of more than six months from the date they became payable.
- (b.) According to the information and explanations given to us and records of the Company, the dues of Sales tax and Income tax which have not been deposited on account of disputes are as under:-

Name of statute	Nature of Dues	Amount (Rs.)	Period to which the Amount Disputed (Financial Year)	Dispute Pending with Appropriate authorities
Rajasthan VAT,2003 /CST Act, 1956	Sales Tax	15,04,442/-	2012-13	Dy. Commissioner of Sales Tax (Appeals)
Income tax Act, 1961	Income Tax	73,730/-	2010-11	CIT (A)
Income Tax Act, 1961	Income tax	5,10,200/- (Net of payment of Rs. 2,63,487/-)	2012-13	CIT (A)

- (VIII) According to the records of the Company and information given to us, we are of the opinion that the company has not defaulted in repayment of Loans or Borrowings to Financial Institutions, Banks, Government. There are no debenture holders of the Company.
- (IX) The company has not raised any money by the way of Initial Public Offer or Further Public Offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (X) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (XI) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (XII) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (XIII) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (XIV) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (XV) As explained and informed to us by the management the company has not entered into any non cash transaction with the directors or person connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (XVI) The company is not required to be registered under Section 45IA of the Reserve Bank of India Act,1934.

Place: Jaipur  
Date: 30/05/2016

**For S.S. SURANA & CO.**  
*Chartered Accountants*  
(FRN. 001079C)  
Sd/-  
(Prahald Gupta)  
Partner  
**Membership No. 074458**

**Annexure - B to the Independent Auditors' Report on Standalone Financial Statements of Rajasthan Cylinders and Containers Limited****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Rajasthan Cylinders and Containers Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial

reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Jaipur  
Date: 30/05/2016

**For S.S. SURANA & CO.**  
*Chartered Accountants*  
(FRN. 001079C)  
Sd/-  
(Pralhad Gupta)  
Partner  
**Membership No. 074458**

## Balance Sheet as at 31st March, 2016

(Amount in Rupees)

Sl. No.	Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	2.01	33,615,950	33,615,950
	(b) Reserves and surplus	2.02	213,938,356	215,726,073
			<b>247,554,306</b>	<b>249,342,023</b>
<b>2</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	2.03	36,808,069	20,686,374
	(b) Deferred tax liabilities (net)	2.04	2,555,381	3,121,513
			<b>39,363,450</b>	<b>23,807,887</b>
<b>3</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	2.05	49,581,383	43,745,505
	(b) Trade payables	2.06		
	Total outstanding dues of micro and small enterprises		-	-
	Total outstanding dues of creditors other than micro and small enterprises		26,183,654	57,758,436
	(c) Other current liabilities	2.07	9,718,597	12,005,536
	(d) Short-term provisions	2.08	-	-
			<b>85,483,634</b>	<b>113,509,477</b>
	<b>TOTAL(1+2+3)</b>		<b>372,401,390</b>	<b>386,659,387</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets	2.09		
	(i) Tangible assets		73,184,607	75,262,984
	(ii) Capital work-in-progress		-	-
			<b>73,184,607</b>	<b>75,262,984</b>
	(b) Non-current investments	2.10	60,916,733	60,921,733
	(c) Long-term loans and advances	2.11	9,698,973	11,742,833
	(d) Other Non Current Assets	2.12	890,433	1,379,260
			<b>144,690,746</b>	<b>149,306,810</b>
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	2.13	62,900,148	56,411,062
	(b) Trade receivables	2.14	43,556,567	60,544,689
	(c) Cash and Bank Balances	2.15	7,353,163	11,305,412
	(d) Short-term loans and advances	2.16	73,062,970	76,735,155
	(e) Other current assets	2.17	40,837,796	32,356,259
			<b>227,710,644</b>	<b>237,352,577</b>
	<b>TOTAL(1+2)</b>		<b>372,401,390</b>	<b>386,659,387</b>

Notes on Financial Statements

1 to 2.43

In terms of our report of even date attached

For S.S.SURANA & CO.  
Chartered Accountants  
FRN 001079C  
Sd/-

(Pralhad Gupta)  
Partner  
M. No. 074458

Place : JAIPUR  
Date : 30/05/2016

For and on behalf of the Board of Directors

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

Sd/-  
(Anisha Jain)  
Company Secretary

Sd/-  
(Preetanjali Bajoria)  
Whole Time Director  
DIN: 01102192

Sd/-  
(Suresh Jain)  
CFO

## Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in Rupees)

S.L. No.	Particulars	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	<b>Income</b>			
1	Revenue from operations (net)	2.18	542,750,666	504,677,874
2	Other income	2.19	7,931,816	18,228,676
<b>3</b>	<b>Total revenue (1+2)</b>		<b>550,682,482</b>	<b>522,906,550</b>
	<b>Expenses</b>			
	(a) Cost of materials consumed	2.20	386,757,537	375,401,688
	(b) Manufacturing Expense	2.21	125,491,274	105,521,363
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.22	(6,083,942)	6,387,400
	(d) Employee benefits expense	2.23	12,577,540	12,160,948
	(e) Finance costs	2.24	5,655,430	7,387,521
	(f) Depreciation and amortisation expense	2.25	6,666,142	8,862,176
	(g) Other expenses	2.26	21,972,350	21,621,112
	<b>Total expenses</b>		<b>553,036,331</b>	<b>537,342,208</b>
<b>5</b>	<b>Profit / (Loss) for the year before tax (3 - 4)</b>		<b>(2,353,849)</b>	<b>(14,435,658)</b>
<b>6</b>	<b>Tax expense:</b>			
	(a) Current tax		-	-
	(b) Earlier Year Tax		-	562,271
	(c) Deferred tax	2.04	(566,132)	(4,158,511)
			<b>(566,132)</b>	<b>(3,596,240)</b>
<b>7</b>	<b>Profit / (Loss) for the year after Tax (5 - 6)</b>		<b>(1,787,717)</b>	<b>(10,839,418)</b>
<b>8</b>	<b>Earnings per share (of Rs. 10/- each)</b>	2.41		
	Basic		<b>(0.53)</b>	<b>(3.22)</b>
	Diluted		<b>(0.53)</b>	<b>(3.22)</b>

Notes on Financial Statements

1 to 2.43

In terms of our report of even date attached

**For S.S.SURANA & CO.**

*Chartered Accountants*

**FRN 001079C**

Sd/-

**(Pralhad Gupta)**

Partner

**M. No. 074458**

Place : JAIPUR

Date : 30/05/2016

*For & On Behalf of the Board of Directors*

Sd/-

**(Avinash Bajoria)**

Managing Director

DIN: 01402573

Sd/-

**(Anisha Jain)**

Company Secretary

Sd/-

**(Preetanjali Bajoria)**

Whole Time Director

DIN: 01102192

Sd/-

**(Suresh Jain)**

CFO

**NOTES ON FINANCIAL STATEMENTS**

**1. SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2016**

**(A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Company follows mercantile system of accounting except Leave pay and retirement benefits which are accounted for as and when paid and sales claims are accounted for as and when settled.

**(B) FIXED ASSETS**

Fixed Assets are stated at cost including addition in value due to revaluation (refer Note No. 2.09(i) less depreciation. Cost includes direct expenses and interest on borrowings attributable to acquisition of fixed assets up to the date of commissioning of the assets and allocation of project & pre operative expenses.

**(C) DEPRECIATION**

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives on straight line value method basis.

**(D) INVENTORY**

- i) Raw materials, Stores & Spares and work in process are valued at cost.
- ii) Finished goods are valued at lower of cost or net realizable value.
- iii) Scrap is valued at estimated realizable value.

Cost is computed on weighted average basis. Finished goods and work-in-process stock include cost of conversion and other cost incurred in bringing the inventories to their present location and condition but excludes VAT/Excise Duty, which are subsequently recoverable from the taxing authorities.

**(E) REVENUE RECOGNITION**

Revenues from sales of product is recognized when all significant risk and rewards of ownership of goods are transferred to customers and are inclusive of Excise duty, rate differences and freight on certain parties but excluding Sales Tax.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Rent income is recognised as per rent agreement.

**(F) EMPLOYEES BENEFITS**

- i) Contributions to provident and other funds made to the Government are charged off to the Statement of Profit & Loss .
- ii) Gratuity Liability is defined obligation and calculated on the basis of actuarial valuation at the end of each financial year and it is being accounted for and as when paid.
- iii) Leave pay is calculated on accumulated leave and is accounted for as and when paid.

**(G) INVESTMENTS**

Long term investments are stated at cost. Current investments are valued at lower of cost or fair market value. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

**(H) EXCISE DUTY**

Excise duty is accounted for on the basis of payments made in respect of goods cleared and provision is made on closing stock of finished goods & scrap.

**(I) SEGMENT REPORTING**

The accounting policies applicable to the reportable segments are the same as those used in the preparation of the financial statements. Segment revenue and expenses include amounts, which are directly identifiable to the segment or allocable on a reasonable basis. Segment assets include all operating assets used by the segment and consist primarily of debtors, inventories and fixed assets. Segment liabilities include all operating liabilities and consist primarily of deposit from customers, creditors etc.

**(J) TAXATION**

**Current Tax :**

Provision for current tax is recognized in accordance with the provisions of Income Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

**Deferred Taxes :**

The carrying amount of deferred tax liabilities is reviewed at each Balance Sheet date. The deferred tax asset and deferred tax liability are calculated by applying tax rates and tax laws that have been enacted as on Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses / unabsorbed depreciation/other timing differences under tax laws are recognized only if there is a virtual certainty of its realization supported by convincing evidence. Deferred tax liabilities on account of timing differences are recognized only at each balance sheet date.

**(K) IMPAIRMENT OF ASSETS**

An assets is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.

**(L) PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**(M) EARNING PER SHARE**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholder by the weighted average number of equity share outstanding during the period.

For purpose of calculating diluted earning per share net profit or loss for the period attributable to equity shareholder by the weighted average number of equity share outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**NOTES ON FINANCIAL STATEMENTS**

	AS AT 31.03.2016 (Rs.)	AS AT 31.03.2015 (Rs.)
<b>2.01 SHARE CAPITAL</b>		
<b>AUTHORISED :</b>		
7000000 Equity Shares of Rs. 10/- each (Previous Year 7000000 Equity Shares of Rs. 10/- each)	70,000,000	70,000,000
	<u>70,000,000</u>	<u>70,000,000</u>
<b>ISSUED,SUBSCRIBED AND PAID UP :</b>		
3361595 Equity Shares of Rs. 10/- each fully paid (Previous year 3361595 Equity Shares of Rs. 10/- each fully paid)	33,615,950	33,615,950
	<u>33,615,950</u>	<u>33,615,950</u>

**A. Shareholders holding more than 5% Shares**

Name of the Share Holders	No. Of Shares	% Held	No. Of Shares	% Held
Sree Gopal Bajoria	538,314	16.01%	547,425	16.28%
Avinash Bajoria	433,087	12.88%	433,087	12.88%
Ashutosh Bajoria	288,600	8.59%	288,600	8.59%
Smt.Madhuri Devi Bajoria	324,637	9.66%	324,637	9.66%
Rigmadirappa Investment Pvt. Ltd	628,800	18.71%	628,800	18.71%

B.The Reconciliation of Number of Share Outstanding is set out below	No. Of Shares	No. Of Shares
Equity Shares at the beginning of the year	3,361,595	3,361,595
Equity Shares at the end of the year	3,361,595	3,361,595

**2.02 RESERVES & SURPLUS**

**Revaluation Reserve**

As per last account	29,988,234	37,523,191
Less: Transfer to Profit & Loss account [Refer Note 2.02(ii)]	485,789	1,358,193
Less: Transfer to Depreciation & Amortisation [Refer Note 2.02(iii)]	-	6,176,764
	<u>29,502,445</u>	<u>29,988,234</u>

**Profit & Loss Account Account**

As per Last Account	185,737,839	198,675,243
Less: Transfer to Depreciation & Amortisation [Refer Note No. 2.02(iii)]	-	3,456,179
	<u>185,737,839</u>	<u>195,219,064</u>
Add: Transfer from Revaluation Reserve [Refer Note 2.02(ii)]	485,789	1,358,193
Add: Profit/(Loss) for the year	(1,787,717)	(10,839,418)
	<u>184,435,911</u>	<u>185,737,839</u>
	<u>213,938,356</u>	<u>215,726,073</u>

i) Fixed assets (except vehicle) of the company have been revalued as at 31st March 2002 by an independent external approved valuer on the basis of estimated market value. It had resulted in an increase of Rs.6,79,41,558/- in the gross block which had been credited to revaluation reserve account.

ii) Pursuant to enactment of Companies Act,2013, depreciation for the year Rs. 4,85,789/- on revaluation amount of assets has been charged in Depreciation & Amortisation and equivalent amount has been transferred from Revaluation Reserve to Profit & Loss Account.

iii) Pursuant to enactment of Companies Act,2013,depreciation on Revaluation amount of assets Rs. Nil (Prev. year Rs.61,76,764/-) and Depreciation on original amount of assets Rs. Nil (Prev. year Rs. 34,56,179/-) whose lives expired has been adjusted/charged from Revaluation Reserve and Profit & Loss account respectively..

**2.03 LONG TERM BORROWINGS**

**UNSECURED LOAN**

From related parties-Corporate Bodies	36,808,069	20,686,374
	<u>36,808,069</u>	<u>20,686,374</u>



	AS AT 31.03.2016 (Rs.)	AS AT 31.03.2015 (Rs.)
<b>2.04 DEFERRED TAX LIABILITIES / ASSETS</b>		
i) Deferred tax has been provided in accordance with " Accounting Standard 22-Accounting for taxes on income" issued by The Institute of Chartered Accountant of India. The incremental Liability/assets has been adjusted in Statement of Profit & Loss.		
ii) Break up of net deferred tax liability/assets		
Deferred Tax Liability		
On timing difference of Book & Tax Depreciation	5,434,784	5,938,488
Less : Deferred Tax Assets		
Unabsorbed Business/ Depreciation Losses	2,790,858	2,746,265
Expenses allowable for tax purpose on payment basis	88,545	70,710
	<u>2,879,403</u>	<u>2,816,975</u>
Net Deferred Tax Liability	2,555,381	3,121,513
Net increase/(Decrease) in deferred tax liability charged to Statement of Profit & Loss	<u>(566,132)</u>	<u>(4,158,511)</u>
<b>2.05 SHORT-TERM BORROWINGS</b>		
<b>SECURED LOANS</b>		
Working Capital Limits :		
From Bank	35,081,383	43,745,505
<b>UNSECURED LOANS</b>		
From Other Corporate Bodies	14,500,000	-
	<u>49,581,383</u>	<u>43,745,505</u>
1) Borrowings from Central Bank of India are secured by hypothecation on stocks, book debts and Plant & Machinery on first charge basis and equitable mortgage on land and building of the company situated at SP-825, Road No. 14, VKIA, Jaipur and also guaranteed by Shri Avinash Bajoria, Managing Director of the Company and Shri S.G. Bajoria.		
2) Working Capital Limit is repayable on demand.		
<b>2.06 TRADE PAYABLES</b>		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	26,183,654	57,758,436
	<u>26,183,654</u>	<u>57,758,436</u>
Company has sought details from suppliers as micro, small and medium enterprises under the provision of "Micro, Small, Medium Enterprises developments (MSMED) Act 2006" as at 31st March 2016. In absence of such information from the suppliers, total outstanding dues to creditors as been shown as " total outstanding dues of creditors other than micro and small enterprises.		
<b>2.07 OTHER CURRENT LIABILITIES</b>		
Duties & Taxes	2,245,412	1,294,025
Advances Received from Customers	-	-
Other Liabilities	7,473,185	10,711,511
	<u>9,718,597</u>	<u>12,005,536</u>
<b>2.08 SHORT TERM PROVISIONS</b>		
Provision for Income Tax	-	-
Less : Advance Tax Paid & TDS	-	-
	<u>-</u>	<u>-</u>

**Note No. 2.09 FIXED ASSETS AS ON 31.03.2016**

PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	AS AT 01-04-2015	ADDITIONS	SALES/ ADJUST.	AS AT 31- 03-2016	UP TO 01- 04-2015	FOR THE YEAR	ON SALE/ ADJUST.	TOTAL UPTO 31-03-2016	AS AT 31-03-2016	AS AT 31-03-2015
<b>TANGIBLE ASSETS</b>										
Lease hold Land	30,080,685	-	-	30,080,685	3,726,825	-	-	3,726,825	26,353,860	26,353,860
Building & Road	26,890,907	-	-	26,890,907	15,886,576	812,915	-	16,699,491	10,191,416	11,004,331
Plant & Machinery	115,756,137	1,274,945	-	117,031,082	86,406,185	4,158,792	-	90,564,977	26,466,105	29,349,952
Electric Installation	7,551,055	-	-	7,551,055	3,461,728	436,718	-	3,898,446	3,652,609	4,089,327
Furniture & Fixtures	1,925,758	1,163,878	-	3,089,636	1,551,889	118,499	-	1,670,388	1,419,248	373,869
Office Equipments	2,214,282	-	-	2,214,282	1,473,636	207,848	-	1,681,484	532,798	740,646
Vehicles	5,319,602	3,020,000	3,175,320	5,164,282	2,723,244	825,240	2,164,762	1,383,722	3,780,560	2,596,358
Temporary Shed	8,311	-	-	8,311	8,311	-	-	8,311	-	-
Dies & Punches	1,927,863	-	-	1,927,863	1,843,802	-	-	1,843,802	84,061	84,061
Computers	3,542,694	139,500	-	3,682,194	3,312,746	96,604	-	3,409,350	272,844	229,948
LPG Cylinders & Regulator	13,682,455	-	-	13,682,455	13,320,528	-	-	13,320,528	361,927	361,927
Weigh Bridge	946,306	-	-	946,306	898,991	-	-	898,991	47,315	47,315
Water & Air Supply	223,267	-	-	223,267	191,877	9,526	-	201,403	21,864	31,390
<b>TOTAL</b>	<b>210,069,322</b>	<b>5,598,323</b>	<b>3,175,320</b>	<b>212,492,325</b>	<b>134,806,338</b>	<b>6,666,142</b>	<b>2,164,762</b>	<b>139,307,718</b>	<b>73,184,607</b>	<b>75,262,984</b>
Previous year Figures	202,630,346	7,438,976	-	210,069,322	116,311,219	8,862,176	9,632,943	134,806,338	75,262,984	86,319,127

i) Fixed assets (except vehicle) of the company have been revalued as at 31st March 2002 by an independent external approved valuer on the basis of estimated market value. It had resulted in an increase of Rs.6,79,41,558/- in the gross block ; which had been credited to revaluation reserve account. Cummulative depreciation/adjustment/sale of revalued assets amounting to Rs. 3,84,39,113/- upto 31/03/2016 has been adjusted from revaluation reserve.

ii) Pursuant to enactment of Companies Act,2013, depreciation for the year Rs. 4,85,789/- on revaluation amount of assets has been charged in Depreciation & Amortisation and equivalent amount has been transferred from Revaluation Reserve to Profit & Loss Account.

iii) Pursuant to enactment of Companies Act,2013,depreciation on Revaluation amount of assets Rs. Nil (Prev. year Rs.61,76,764/-) and Depreciation on original amount of assets Rs. Nil (Prev. year Rs. 34,56,179/-) whose lives expired has been adjusted/charged from Revaluation Reserve and Balance in Profit & Loss account respectively.

	AS AT 31.03.2016 (Rs.)	AS AT 31.03.2015 (Rs.)
<b>2.10 NON CURRENT INVESTMENTS</b>		
<b>(A) INVESTMENT IN GOVT. SECURITIES</b>		
Indira Vikas Patra	-	4,000
National Saving Certificate	-	1,000
<b>Total A</b>	-	<b>5,000</b>
<b>(B) OTHER INVESTMENTS</b>		
<b>i In Equity shares of Associate Companies</b>		
<b>(Unquoted &amp; Fully Paid-up)</b>		
Beetel Tie-up Pvt Ltd	33,000	33,000
3300 Equity Shares (Prev. yr. 3300 Equity Shares ) of Rs 10/- each		
Agribiotech Industries Ltd	53,165,000	53,165,000
5316500 Equity Shares (Prev.Yr. 5316500 Eq. Shares) of Rs 10/- each		
Shipra Towers Pvt. Ltd.	49,800	49,800
4980 Equity Shares (Prev. Yr. 4980 Equity Shares ) of Rs 10/- each		
	<u><b>53,247,800</b></u>	<u><b>53,247,800</b></u>
<b>ii In Equity Shares</b>		
<b>a (Unquoted &amp; Fully Paid-up)</b>		
Heaven Marketing Pvt Ltd	57,500	57,500
11500 Equity Shares (Prev. yr. 11500 Equity Shares )of Rs 10/- each		
Mayawati Trading Co. Pvt Ltd		
9000 Equity Shares (Prev. yr. 9000 Equity Shares ) of Rs 10/- each	90,000	90,000
Goyal Complex Pvt. Ltd		
820 Equity Shares (Prev. yr. 820 Equity Shares ) of Rs 10/- each	1,045,500	1,045,500
Anshuventure Pvt. Ltd.		
2000 Equity Shares (Prev. yr.2000 Equity Shares ) of Rs. 100/- each	200,000	200,000
Mangal Kamna Agencies Pvt. Ltd.		
2000 Equity Shares (Prev. yr.2000 Equity Shares ) of Rs. 100/- each	200,000	200,000
<b>b (Quoted &amp; Fully Paid-up)</b>		
Beekay Niryat Ltd.	2,154,500	2,154,500
709400 Equity Shares (Prev.yr. 709400 Eq Share) of Rs. 10/- each		
	<u>3,747,500</u>	<u>3,747,500</u>
<b>Total of Other Investments</b>	<u><b>56,995,300</b></u>	<u><b>56,995,300</b></u>
<b>C TRADE INVESTMENTS</b>		
<b>i Investment in Equity Shares</b>		
<b>(Unquoted &amp; Fully Paid-up)</b>		
Rajasthan Synthetic Industries Ltd.	1,068	1,068
300 Equity Shares (Prev.yr. 300 Equity Shares)		
TTG Industries Ltd.	432,905	432,905
5000 Equity Shares (Prev.yr. 5000 Equity Shares)		
	<u>433,973</u>	<u>433,973</u>
<b>ii Investment in Equity Shares</b>		
<b>(Quoted &amp; Fully Paid-up)</b>		
Filament India Ltd.	3,481,503	3,481,503
434500 Equity Shares (Prev. yr. 434500 Eq Shares) of Rs. 10/- each		
Kashyap Radiant Ltd.	2,240	2,240
1633 Equity Shares (Prev.yr. 1633 Equity Shares)		
LCC Infotech Ltd.	2,475	2,475
5500 Equity Shares (Prev.yr. 5500 Equity Shares)		
The Mysore Paper Mills Ltd.	1,242	1,242
300 Equity Shares (Prev.yr. 300 Equity Shares)of Rs. 10/-each		
	<u>3,487,460</u>	<u>3,487,460</u>
Total of Trade Investments	<u>3,921,433</u>	<u>3,921,433</u>
<b>TOTAL INVESTMENTS (A+B+C)</b>	<u><b>60,916,733</b></u>	<u><b>60,921,733</b></u>
Aggregate amount of quoted investments	5,641,960	5,641,960
Market value of Quoted Investments	8,943,437	2,514,062
Aggregate amount of unquoted investments	55,274,773	55,279,773

	AS AT 31.03.2016 (Rs.)	AS AT 31.03.2015 (Rs.)
<b>2.11 LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured, considered good)		
Loans to Other Corporate Bodies	-	3,000,000
Security Deposit	9,698,973	8,742,833
	<u>9,698,973</u>	<u>11,742,833</u>
<b>2.12 OTHER NON CURRENT ASSETS</b>		
Silver Coin	43	43
Preliminary & Share issue Expenses not written off	890,390	1,379,217
	<u>890,433</u>	<u>1,379,260</u>
(Preliminary & Share issue Exp. Incurred Rs. 4,36,344/- during the year 2013-14 and Rs. 20,07,795/- during the year 2014-15 are being written off over a period of five years. During the current year, 1/5th amount Rs. 4,88,827/- has been written off and 1/5th amount of next financial year Rs. 4,88,827/- shown under Other Current Assets.)		
<b>2.13 INVENTORIES</b>		
Stock of Finished Goods	12,353,363	5,752,326
Stock of Work in Process	24,752,354	25,134,899
Stock of Raw Material	9,977,631	8,308,180
Stock of Stores & Spares	15,541,850	16,806,157
Stock of Scrap	274,950	409,500
	<u>62,900,148</u>	<u>56,411,062</u>
<b>2.14 TRADE RECEIVABLE</b>		
(Unsecured, considered good unless otherwise stated )		
Over six months	1,719,457	699,537
Other Debts	41,837,110	59,845,152
	<u>43,556,567</u>	<u>60,544,689</u>
<b>2.15 CASH &amp; BANK BALANCES</b>		
Cash in hand	5,723,568	5,517,042
<b>With Scheduled banks:</b>		
In Current Accounts	263,375	4,495,169
In Fixed Deposits*	1,366,220	1,293,201
*Pledged with bank as margin against Bank Guarantees and Maturity Period of these FDR'S are less than one year		
	<u>7,353,163</u>	<u>11,305,412</u>
<b>2.16 SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured, considered good unless otherwise stated )		
Loans to Related Corporate Bodies	30,309,959	31,491,409
Loans to Other Corporate Bodies (Refer Note No. 2.30)	28,056,983	32,226,285
Advances to Supplier & Services Providers	13,320,607	12,249,706
Employees Advances	1,375,421	767,755
	<u>73,062,970</u>	<u>76,735,155</u>
<b>2.17 OTHER CURRENT ASSETS</b>		
Advance Tax / TDS	2,240,740	1,427,123
Duties/Taxes Recoverable	20,465,547	14,577,276
Interest Receivable including on FDRs	363,189	342,804
Misc. Expenses not written off (Refer note No. 2.12)	488,827	488,827
Other Receivables	17,279,493	15,520,229
	<u>40,837,796</u>	<u>32,356,259</u>
	<b>For the Year 2015-16 (Rs.)</b>	<b>For the Year 2014-15 (Rs.)</b>
<b>2.18 REVENUE FROM OPERATIONS</b>		
Sales of Cylinders	244,588,971	221,493,823
Sales of Valve & Regulator	340,596,110	320,787,041
Sales of Scrap	15,305,481	14,683,442
Job Income from Gas Plant	5,950,597	3,705,364
Gross Revenue from Operation	<u>606,441,159</u>	<u>560,669,670</u>
Less : Excise Duty	63,690,493	55,991,796
Revenue From Operation (Net)	<u>542,750,666</u>	<u>504,677,874</u>

	For the Year 2015-16 (Rs.)	For the Year 2014-15 (Rs.)
<b>2.19 OTHER INCOME</b>		
Rent Income	960,000	960,000
Interest Income	6,970,894	10,764,305
Sundry Balance Written Back	-	4,817,287
Income Related to Previous year	-	1,622,465
Misc. Income	922	64,619
	<u>7,931,816</u>	<u>18,228,676</u>
<b>2.20 COST OF MATERIAL CONSUMED (refer Note No.2.36(i))</b>		
Opening Stock	8,308,180	20,045,903
Add : Purchases	388,426,988	363,663,965
	<u>396,735,168</u>	<u>383,709,868</u>
Less : Closing Stock	9,977,631	8,308,180
<b>Cost of Material Consumed</b>	<u>386,757,537</u>	<u>375,401,688</u>
<b>2.21 MANUFACTURING EXPENSES</b>		
Stores & Spares Consumed ( Refer Note No. 2.36(ii))	68,592,359	59,241,431
Power & Fuel	13,535,302	10,925,300
Repairs to :		
Plant & Machinery	1,021,960	787,912
Building & Roads	577,708	206,565
Others	88,551	112,411
ISI Marking Fee	2,606,323	2,219,623
Labour Charges	39,069,071	32,028,121
	<u>125,491,274</u>	<u>105,521,363</u>
<b>2.22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
<b>CLOSING STOCK</b>		
Finished Goods	12,353,363	5,752,326
Work in process	24,752,354	25,134,899
Scrap Stock	274,950	409,500
	<u>37,380,667</u>	<u>31,296,725</u>
<b>Less : OPENING STOCK</b>		
Finished Goods	5,752,326	2,153,169
Work in process	25,134,899	31,755,660
Scrap Stock	409,500	3,775,296
	<u>31,296,725</u>	<u>37,684,125</u>
<b>NET( INCREASE ) /DECREASE IN STOCK</b>	<u>(6,083,942)</u>	<u>6,387,400</u>
<b>2.23 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages & Other Allowances	11,682,771	11,042,534
Employers contribution to ESI & P F & other Charges.	549,274	527,751
Staff & Labour Welfare Expenses	345,495	590,663
	<u>12,577,540</u>	<u>12,160,948</u>
<b>2.24 FINANCE COST</b>		
Interest :		
On Bank Borrowings -Cash Credit Account	4,694,253	5,499,956
On Borrowings for investments	-	560,114
Others	756,868	868,906
	<u>5,451,121</u>	<u>6,928,976</u>
Bank Charges	204,309	458,545
	<u>5,655,430</u>	<u>7,387,521</u>
<b>2.25 DEPRECIATION &amp; AMORTISATION EXPENSES</b>		
Depreciation [Refer Note No. 2.09]	6,666,142	18,495,119
Less : Charged from Revaluation Reserve	-	6,176,764
Less : Charged from Profit & Loss account	-	3,456,179
	<u>6,666,142</u>	<u>8,862,176</u>

	For the Year 2015-16 (Rs.)	For the Year 2014-15 (Rs.)
<b>2.26 OTHER EXPENSES</b>		
A. Administrative Expenses		
Rent	18,000	256,500
Rates & Taxes	1,697,419	1,200,167
Insurance	240,889	258,259
Travelling Expenses	2,252,888	1,261,768
Miscellaneous Expenses	1,508,692	1,604,884
Postage, Telegram, Telephone & Fax	781,157	568,697
Printing & Stationery	301,399	300,517
Vehicle Running & Maintenance Expenses	281,551	452,762
Service Charges (Others)	1,484,898	1,648,739
Filing Fee	16,200	7,800
Listing Fee	211,798	-
Conveyance Expenses	586,099	547,509
Legal & Professional Expenses	1,497,657	2,600,482
Internal Audit Fee	60,000	60,000
Membership Fee & Subscription	76,692	59,153
Adjustment related to previous year	-	1,931
Sales Tax demand	98,732	1,312,828
ISO Certification Expenses	79,958	65,981
Loss on Derivative Transactions	-	50,983
Loss on Sale of Investments	-	1,056,503
Loss on Sale of Fixed Assets	460,558	-
Preliminary & Share Issue Expenses W/off	488,827	488,827
Payments to Auditors :		
- As Statutory Audit	125,000	100,000
- As Tax Audit	25,000	25,000
- Reimbursement of Expenses	15,700	15,400
	<u>12,309,114</u>	<u>13,944,690</u>
B. Selling Expenses		
Freight, forwarding & transportation (Net)	8,674,835	5,834,144
Rebate & Discount	963,537	766,612
Sales Promotion	24,864	1,075,666
	<u>9,663,236</u>	<u>7,676,422</u>
<b>Total (A+B)</b>	<u>21,972,350</u>	<u>21,621,112</u>

**2.27 CONTINGENT LIABILITIES, NOT PROVIDED FOR**

- a) Guarantees given by bankers on behalf of the company Rs. 10,00,000/- (Previous year Rs. 20,00,000/-). Margin their against by way of FDR of Rs13,66,220/- (Previous year Rs. 12,93,201/-).
- b) Sales Tax Demand Rs. 15,04,442/-for the year 2012-13 towards non-submission of C-Form as per regular assessment Order. The company has filed an appeal before D.C.Appeals against the said demand. (Prev. Yr. Sales Tax Demand Rs. 38,82,397- for the year 2011-12 & 2012-13).
- c) Income Tax Demand Rs. 73,730/- for the Financial year 2010-11 and Rs. 5,10,200/- (Net of Payment of Rs. 2,63,487/-) for the Financial year 2012-13 as per regular assessment orders. The Company has filed appeals before CIT(Appeals) against the said demands (Pre. year demand Rs. NIL).

**2.28** The Competition Commission of India in a Suo Motu case under Section 19(1) of the Competition Act 2002 based upon investigation report by Director General in the matter of collusive conduct by LPG Cylinder manufacturer imposed penalty of Rs. 2,30,84,886/- @7% on average turnover of previous years vide order dated 24.02.2012.The Company has deposited Rs. 23,08,489/- as 10% of Penalty to file an appeal against the order of CCI with Competition Appellate Tribunal, New Delhi. The Competition Appellate Tribunal vide order dated 02-03-2016 set aside order of CCI and remitted back the matter to CCI for fresh adjudication and refund of amount deposited by the company.

**2.29** Balance of trade payables, other liabilities, trade receivables, Loans and Advances are subject to confirmation.

**2.30** The short terms loans & advance includes loan of Rs. 56,31,131/- recoverable from M/S Ankur Drugs and Pharma Ltd including Interest upto 31/03/2012. The honorable Bombay High Court has passed an order dated 08/07/2013 for winding up of this Company. The Company has submitted its claim of Rs. 73,17,163/- including interest till 31.01.2014 to the official liquidator. The accounting entries for write off or recognition of income will be done in the year of final recovery from the official Liquidator.

**2.31** In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet. Adequate provisions have been made in accounts for all the known liabilities.

**2.32 Employee Benefit**

A. Defined Contribution Plans	Current Year	Previous Year
Contribution to provident fund including family pension fund	464,844	428,650
<b>B. Defined Benefit Plan (Gratuity)</b>		
Valuation in respect of Gratuity has been carried out by independent actuary as at the Balance Sheet date. The details of the same are given as under:		
<b>(I) Assumptions</b>		
(a) Discount Rate (Per Annum)	8.00%	8.00%
(b) Rate of increase in Compensation Levels	5.00%	5.00%
(c) Rate of Return on Plan Assets	N.A.	N.A.
(d) Expected Average remaining working lives of employees in no. of years	13.01	14.3
<b>(II) Changes in the present Value of Obligation</b>		
(a) Present Value of Obligation at beginning of the year	1,833,509	1,463,438
(b) Interest Cost	147,083	117,075
(c) Current Service Cost	261,265	182,033
(d) Actuarial (Gain)/Loss	342,033	70,963
(e) Benefits paid	-	-
(f) Present Value of Obligation at end of the year	2,583,890	1,833,509
<b>(III) Amount recognized as on 31/03/2016</b>		
(a) Present Value of Obligation as at year end	2,583,890	1,833,509
(b) Fair Value of Plan Assets as at year end	-	-
(c) Net (Asset)/Liability recognized	2,583,890	1,833,509
<b>(IV) Expenses recognized as on 31/03/2016</b>		
(a) Current Service Cost	261,265	182,033
(b) Interest Cost	147,083	117,075
(c) Net actuarial (Gain)/Loss	342,033	70,963
(d) Total Expenses, which has not been account for in the Statement of Profit and Loss	750,381	370,071

The Gratuity for current year Rs. 7,50,381/- and cumulative upto 31st March, 2016 Rs. 25,83,890/- (previous year Rs. 3,70,071/- and cumulative upto 31st March 2015 Rs. 18,33,509/-) has not been recognized in financial statements and same will be accounted for as and when paid.

**2.33** The Leave pay for current year Rs. 2,37,385/- and cumulative upto 31st March, 2016 Rs. 12,53,479/- (previous year Rs. 1,96,364/- and cumulative upto 31st March 2015 Rs. 10,16,094/-) has not been recognized in financial statements and the same will be accounted for as and when paid.

**2.34 Disclosure of Related Party Transactions in accordance with the Accounting Standard As -18 " Related Party Disclosure"**

a) Key Management Personnel :	Sh. Avinash Bajoria-Managing Director Smt. Preetanjali Bajoria-Director (appointed w.e.f. 30/3/2015)
b) Relative of Key Managerial Personnel	Sh. Ashutosh Bajoria
c) Associate Companies	M/s. Shipra Towers Pvt. Ltd. M/S. Beetal Tie-up Pvt. Ltd. M/s. Agribiotech Industries Limited,
d) Enterprise in which key managerial and their relatives have influence	M/s. Protect Vanijya Pvt. Ltd., M/s Mayawati Trading Co. Pvt Ltd., M/s Swayambhu Construction Pvt Ltd., M/s Rameshwar Properties Pvt Ltd., M/s Cairo Niryat Pvt Ltd. , M/s Heaven Marketing Pvt Ltd., M/s Swagatam Procon Pvt Ltd., M/s Bajoria Farms Pvt.Ltd., M/s Goyal Complex Pvt Ltd., M/s Beekay Niryat Ltd., M/s Anshu Venture Pvt Ltd., M/s Mangal Kamna Agency Pvt Ltd.

Transaction with Related Parties as above (Gross Value of Items)

Description	Key Managerial Personnel	Relatives of Key Managerial Personnel	Associates and Enterprise in which key managerial and their relatives have influence
<b>Current year</b>			
Remuneration	1,650,000		
Salary	-	-	
Perquisites	39,600		
Interest Expenses			567,967
Rent Income			960,000
Rent Expenses			18,000
Interest Income			4,039,435
Unsecured Loan Taken*			29,073,170
Unsecured Loan Taken-repaid			12,951,476
Loans & advances given*			76,905,775
Loans & advances given-received back			78,087,224
*Including Interest net of TDS			
Balance as on 31.03.2016			
Unsecured Loan Taken			36,808,069
Loans & advances given			30,309,959
<b>Previous year</b>			
Remuneration	600,000		
Salary		550,000	
Perquisites	139,600		
Interest Expenses			826,778
Rent Income			960,000
Interest Income			7,005,979
Unsecured Loan Taken*			14,129,100
Unsecured Loan Taken-repaid			38,505,000
Loans & advances given*			20,609,031
Loans & advances given-received back			60,454,381
*Including Interest net of TDS			
Balance as on 31.03.2015			
Unsecured Loan Taken			20,686,374
Loans & advances given			31,491,409
Interest receivable			48,589

2.35 Segment information about Primary Business Segment for the year ended 31st March, 2016

	Cylinders	Valve & Regulator	LPG Gas	Total
Revenue				
External	232,036,223	304,763,846	5,950,597	542,750,666
	(209,977,167)	(290,995,343)	(3,705,364)	(504,677,874)
Internal		15,101,773		15,101,773
		(15,199,120)		(15,199,120)
Total Revenue	232,036,223	319,865,619	5,950,597	557,852,439
	(209,977,167)	(306,194,463)	(3,705,364)	(519,876,994)
Segment-wise expenditure	226,390,414	331,634,592	1,063,252	559,088,258
	(234,866,633)	(305,482,057)	(702,845)	(541,051,535)
Result				
Segment results	5,645,809	(11,768,973)	4,887,345	(1,235,819)
	(-24,889,466)	(712,406)	(3,002,519)	(-21,174,541)
Unallocated Expenditure				3,394,416
				(4,102,271)
Unallocated income				960,922
				(7,464,371)
Profit before Interest and Taxes				(3,669,313)
				(-17,812,441)
Interest & Bank Charges				5,655,430
				(7,387,522)
Interest Income				6,970,894
				(10,764,305)
Profit before Tax				(2,353,849)
				(-14,435,658)



Current Tax				-
Earlier Year Tax				-
Deferred Tax				(562,271)
Profit after Tax				(566,132)
Other Information				(-4158511)
Segment Assets	87,845,320	79,696,173	3,496,332	(1,787,717)
Unallocated Assets	(61,674,392)	(103,127,213)	(3,318,234)	(-10,839,418)
Total				201,363,565
Segment Liabilities	8,203,711	22,618,319	-	(218,539,548)
Unallocated Liabilities	(21,435,586)	(43,534,410)	(51,182)	372,401,390
Total				(386,659,387)
Capital Expenditure				30,822,030
Unallocated Capital expenditure				(65,021,178)
Total				94,025,054
Depreciation	2,794,789	2,435,836	151,659	(72,296,186)
Unallocated Depreciation	(3,870,960)	(3,635,450)	(162,635)	124,847,084
Total				(137,317,364)
Non Cash Expenses other than depreciation				-

**Notes:**

I. The company is engaged into three main business segments:-

- a) Cylinders - Comprising of sale of Cylinders.
- b) Valves & Regulators- Comprising of sale of Valves and Regulators.
- c) LP Gas – Comprising of Sale of LP Gas/Job work for LP Gas Filling.

Segments have been identified by the management in line with the Accounting Standards on segment reporting (AS-17) taking into account the nature of the products and services and the differing risks and returns.

II. Segments revenue includes sale, income from services and scrap sales.

III. Segments revenue, results, assets and liabilities include the respective amounts identifiable to reportable segments and amounts allocated on a reasonable basis.

**2.36** Value of imported and Indigenous raw materials, stores & spares consumed:

	2015-16		2014-15	
	Rs.	%	Rs.	%
i) Raw Material				
Imported	-	-	-	-
Indigenous	386,757,537	100.00%	375,401,688	100.00%
Total	386,757,537	100.00%	375,401,688	100.00%
ii) Stores & Spares				
Imported	-	-	232,159.00	0.39%
Indigenous	68,592,359	100.00%	59,009,272	99.61%
Total	68,592,359	100.00%	59,241,431	100.00%

**2.37** Income from Investment Activities

Short Term Capital Gain/Loss on Share investments	-	(1,056,503)
Loss on Derivatives- Shares	-	(50,983)
Interest Paid on borrowings for investment	-	(560,114)
	-	<b>(1,667,600)</b>

**2.38** Expenditure in Foreign currency

Foreign Travelling Expenses	1,012,244	-
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	2015-16	2014-15
<b>2.39</b> FOB Value of Exports		
Nepal Export	29,715,000	14,592,500
<b>2.40</b> CIF Value of Imports:		
Stores & Spares	-	198,715
Advance Payment for Import of Spares	194,462	-
<b>2.41</b> Earning per share		
a) Net Profit after tax available for Equity Shareholder (Rs.)	(1,787,717)	(10,839,418)
b) Weighted average number of Equity Shares of Rs 10/- each.	3,361,595	3,361,595
c) Earning Per Share (Basic/ diluted)		
Basic	(0.53)	(3.22)
Diluted	(0.53)	(3.22)
<b>2.42</b> Figures for the previous year have been re-arranged / regrouped wherever considered necessary; figures have also been rounded off to the nearest rupee.		
<b>2.43</b> Figures in brackets represent figures for previous year.		

**In terms of our report of even date attached**

**For S.S.SURANA & CO.**

Chartered Accountants

FRN 001079C

Sd/-

(Pralhad Gupta)

Partner

M. NO. 074458

Place : JAIPUR

Date : 30/05/2016

**For & On Behalf of the Board of Directors**

Sd/-

(Avinash Bajoria)

Managing Director

DIN: 01402573

Sd/-

(Anisha Jain)

Company Secretary

Sd/-

(Preetanjali Bajoria)

Whole Time Director

DIN: 01102192

Sd/-

(Suresh Jain)

CFO

**Cash Flow Statement for the year ended 31st March, 2016**

(Amount in Rupees)

S.No.	Particulars	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
<b>A.</b>	<b>Cash flow from operating activities</b>				
	Net Profit / (Loss) before tax		(2,353,849)		(14,435,658)
	<b>Adjustments for:</b>				
	Depreciation and amortisation	6,666,142		8,862,176	
	(Profit) / loss on sale / write off of assets	460,558		-	
	Finance cost	5,655,430		6,827,407	
	Finance Cost on investments	-		560,114	
	Interest income	(6,970,894)		(10,764,305)	
	(Profit) / loss on sale / write off of Investment	5,000		-	
	Net (gain) / loss on sale of investments	-		1,056,503	
	Loss/Gain from derivative transactions	-		50,983	
	Preliminary & Share issue expenses	488,827	6,305,063	488,827	7,081,705
	Operating profit / (loss) before working capital changes		3,951,214		(7,353,953)
	Changes in working capital:				
	Adjustments for (increase) / decrease in operating assets:				
	Inventories	(6,489,086)		15,161,964	
	Trade receivables	16,988,122		(18,440,564)	
	Short-term loans and advances	3,672,185		34,590,521	
	Long-term loans and advances	2,043,860		3,923,924	
	Other current assets	(8,481,537)		(9,260,088)	
	Other non-current assets	-		(1,606,279)	
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables	(31,574,782)		17,886,609	
	Other current liabilities	(2,286,939)		983,137	
	Other long-term liabilities	-		(14,260,008)	
	Short-term provisions	-	(26,128,177)	-	28,979,216
			(22,176,963)		21,625,263
	Cash flow from extraordinary items		-		-
	Cash generated from operations		(22,176,963)		21,625,263
	Net income tax (paid) / refunds		-		(818,928)
	<b>Net cash flow from/(used in) operating activities (A)</b>		<b>(22,176,963)</b>		<b>20,806,335</b>
<b>B.</b>	<b>Cash flow from investing activities</b>				
	Capital expenditure on fixed assets, including capital work in progress	(5,598,323)		(7,438,976)	
	Sale/ Transfer of fixed assets	550,000		200,000	
	Sale of Investments	-		30,972,764	
	Purchases of Investments	-		(32,029,266)	
	Loss/Gain From derivative transactions	-		(50,983)	
	Finance Cost on investmnets	-		(560,114)	
	Interest received	6,970,894	1,922,571	10,764,305	1,857,730
			1,922,571		1,857,730
	Cash flow from extraordinary items		-		-
	<b>Net cash flow from/(used in) investing activities (B)</b>		<b>1,922,571</b>		<b>1,857,730</b>
<b>C</b>	<b>Cash flow from financing activities</b>				
	Proceeds from long-term borrowings	16,121,695		-	
	Repayment of long-term borrowings	-		(26,375,900)	
	Proceeds from Short Term Borrowings	14,500,000		-	
	Net increase / (decrease) in working capital borrowings	(8,664,122)		16,896,017	
	Finance cost	(5,655,430)		(6,827,407)	
			16,302,143		(16,307,290)
	Cash flow from extraordinary items		-		-
	<b>Net cash flow from / (used in) financing activities (C)</b>		<b>16,302,143</b>		<b>(16,307,290)</b>
	<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(3,952,249)</b>		<b>6,356,775</b>

S.No.	Particulars	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
	Cash and cash equivalents at the beginning of the year		11,305,412		4,948,637
	Cash and cash equivalents at the end of the year		7,353,163		11,305,412
	Reconciliation of Cash and cash equivalents with the Balance Sheet:				
	Cash and cash equivalents as per Balance Sheet (Refer Note 2.15)		7,353,163		11,305,412

**In terms of our report of even date attached**

For S.S.SURANA & CO.  
Chartered Accountants  
FRN 001079C  
Sd/-  
(Pralhad Gupta)  
Partner  
M. NO. 074458

Place : JAIPUR  
Date : 30/05/2016

**For & On Behalf of the Board of Directors**

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

Sd/-  
(Anisha Jain)  
Company Secretary

Sd/-  
(Preetanjali Bajoria)  
Whole Time Director  
DIN: 01102192

Sd/-  
(Suresh Jain)  
CFO

## **Independent Auditors' Report on Consolidated Financial Statements**

### **To the Members of Rajasthan Cylinders & Containers Limited**

#### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Rajasthan Cylinders & Containers Limited (herein referred to as 'the holding company') and its associates (the holding company and its associates together referred to as 'the Group') comprising of the Consolidated Balance Sheet as at 31<sup>st</sup> March 2016, and the Consolidated Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

#### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position and consolidated financial performance of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

#### **Basis for Qualified Opinion**

- (i) **Non provision of gratuity for the year Rs. 7,50,381/- and Cumulative upto 31/03/2016 Rs. 25,83,890/- (Refer note No. 2.32)**

- (ii) **Non provision of Leave pay for the year Rs. 2,37,385/- and Cumulative upto 31/03/2016 Rs. 12,53,479/- (Refer note No. 2.33)**

**Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at March 31, 2016, and their Consolidated Profit for the year ended on that date.

**Other Matters**

- (a) The consolidated financial statements also include total assets of Rs. 87,67,732/- as at 31<sup>st</sup> March, 2016 and total revenue of Rs. 2,49,000/- for the year ended 31<sup>st</sup> March, 2016 as considered in the Consolidated financial statement in respect of two associates out of three associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other and Regulatory Requirements below, is not modified in respect of above matters with respect to our reliance on the work done and the report of other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of other auditors.
- (c) The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss, dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the company.
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of associate companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a Director in terms of sub-section 2 of Section 164 of the Act.
- (g) The qualification relating to the maintenance of accounts and other matters connected there with are stated in the Basis for Qualified Opinion paragraph above.
- (h) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies

(Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 2.27 & 2.30 to the consolidated financial statements;
- ii. The Group does not have any long term contracts including derivative, contracts for which there were any material foreseeable losses.
- iii. There were no amount which was required to be transferred to the Investor Education and Protection Fund by the Holding Company and its associates incorporated in India.

Place: Jaipur  
Date: 30/05/2016

For S.S. SURANA & CO.  
*Chartered Accountants*  
(FRN. 001079C)  
Sd/-  
(Pralhad Gupta)  
Partner  
Membership No. 074458

### **Annexure - A to the Independent Auditors' Report on Consolidated Financial Statements of Rajasthan Cylinders and Containers Limited**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of Rajasthan Cylinders and Containers Limited (herein after referred to as 'the Holding Company') and its Associate companies which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed

risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company, its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far it relates to two associates out of three associate companies, which are companies incorporated in India, is based on corresponding reports of auditors of such companies incorporated in India.

Place: Jaipur  
Date: 30/05/2016

**For S.S. SURANA & CO.**  
*Chartered Accountants*  
(FRN. 001079C)  
Sd/-  
(Pralhad Gupta)  
Partner  
**Membership No. 074458**



**Consolidated Balance Sheet as at 31st March, 2016**

(Amount in Rupees)

Sl. No.	Particulars	Note No.	As at 31st March, 2016
<b>A</b>	<b>EQUITY AND LIABILITIES</b>		
<b>1</b>	<b>Shareholders' funds</b>		
	(a) Share capital	2.01	33,615,950
	(b) Reserves and Surplus	2.02	257,099,385
			<b>290,715,335</b>
<b>2</b>	<b>Non-current liabilities</b>		
	(a) Long-term borrowings	2.03	36,808,069
	(b) Deferred tax liabilities (Net)	2.04	2,555,381
			<b>39,363,450</b>
<b>3</b>	<b>Current liabilities</b>		
	(a) Short-term borrowings	2.05	49,581,383
	(b) Trade payables	2.06	-
	Total outstanding dues of micro and small enterprises		-
	Total outstanding dues of creditors other than micro and small enterprises		26,183,654
	(c) Other current liabilities	2.07	9,718,597
	(d) Short-term provisions	2.08	-
			<b>85,483,634</b>
	<b>TOTAL(1+2+3)</b>		<b>415,562,419</b>
<b>B</b>	<b>ASSETS</b>		
<b>1</b>	<b>Non-current assets</b>		
	(a) Fixed assets		
	(i) Tangible assets	2.09	73,184,607
	(ii) Capital work-in-progress		-
			73,184,607
	(b) Non-current investments	2.10	104,077,762
	(c) Long-term loans and advances	2.11	9,698,973
	(d) Other Non Current Assets	2.12	890,433
			187,851,775
<b>2</b>	<b>Current assets</b>		
	(a) Inventories	2.13	62,900,148
	(b) Trade receivables	2.14	43,556,567
	(c) Cash and Bank Balances	2.15	7,353,163
	(d) Short-term loans and advances	2.16	73,062,970
	(e) Other current assets	2.17	40,837,796
			<b>227,710,644</b>
	<b>TOTAL(1+2)</b>		<b>415,562,419</b>

Notes on Financial Statements

1 to 2.42

In terms of our report of even date attached

For S.S.SURANA & CO.

Chartered Accountants

FRN 001079C

Sd/-

(Pralhad Gupta)

Partner

M. No. 074458

Place : JAIPUR

Date : 30/05/2016

For and on behalf of the Board of Directors

Sd/-

(Avinash Bajoria)

Managing Director

DIN: 01402573

Sd/-

(Anisha Jain)

Company Secretary

Sd/-

(Preetanjali Bajoria)

Whole Time Director

DIN: 01102192

Sd/-

(Suresh Jain)

CFO

Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in Rupees)

S.L.No.	Particulars	Note No.	For the year ended 31st March, 2016
	<b>Income</b>		
1	Revenue from operations (net)	2.18	542,750,666
2	Other income	2.19	7,931,816
3	<b>Total revenue (1+2)</b>		<b>550,682,482</b>
	<b>Expenses</b>		
4	(a) Cost of materials consumed	2.20	386,757,537
	(b) Manufacturing Expense	2.21	125,491,274
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.22	(6,083,942)
	(d) Employee benefits expense	2.23	12,577,540
	(e) Finance costs	2.24	5,655,430
	(f) Depreciation and amortisation expense	2.25	6,666,142
	(g) Other expenses	2.26	21,972,350
	<b>Total expenses</b>		<b>553,036,331</b>
5	<b>Profit / (Loss) for the year before tax</b>		<b>(2,353,849)</b>
6	<b>Tax expense:</b>		
	(a) Current tax		-
	(b) Earlier Year Tax		-
	(c) Deferred tax	2.04	(566,132)
			<b>(566,132)</b>
7	Profit / (Loss) after Tax		(1,787,717)
8	Share of Profit in Associates		23,831,879
9	Profit for the Year		22,044,162
10	Earnings per share (of Rs. 10/- each) Basic/Diluted	2.40	
	Basic		6.56
	Diluted		6.56

Notes on Financial Statements

1 to 2.42

In terms of our report of even date attached

For S.S.SURANA & CO.

Chartered Accountants

FRN 001079C

Sd/-

(Pralad Gupta)

Partner

M. No. 074458

Place : JAIPUR

Date : 30/05/2016

For & On Behalf of the Board of Directors

Sd/-

(Avinash Bajoria)

Managing Director

DIN: 01402573

Sd/-

(Anisha Jain)

Company Secretary

Sd/-

(Preetanjali Bajoria)

Whole Time Director

DIN: 01102192

Sd/-

(Suresh Jain)

CFO

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1A. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

These Consolidated Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

**1B. PRINCIPLES OF CONSOLIDATION**

The Consolidated Financial Statements relate to Rajasthan Cylinders and Containers Limited ('the Company) and its Associates. The Consolidated Financial Statements have been prepared on the following basis:

- (a) Investment in Associates Companies has been accounted under the Equity Method as per Accounting Standard 23 - "Accounting for Investment in Associates in Consolidated Financial Statements".
- (b) The difference between the cost of investment in associates and the share of net assets at the time of acquisition of shares in the associates is identified in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.

**1C. SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2016**

**(a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Company follows mercantile system of accounting except Leave pay and retirement benefits which are accounted for as and when paid and sales claims are accounted for as and when settled.

**(b) FIXED ASSETS**

Fixed Assets are stated at cost including addition in value due to revaluation (refer Note No. 2.09(i)) less depreciation. Cost includes direct expenses and interest on borrowings attributable to acquisition of fixed assets up to the date of commissioning of the assets and allocation of project & pre operative expenses.

**(c) DEPRECIATION**

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives on straight line value method basis.

**(d) INVENTORY**

- i) Raw materials, Stores & Spares and work in process are valued at cost.
- ii) Finished goods are valued at lower of cost or net realizable value.
- iii) Scrap is valued at estimated realizable value.

Cost is computed on weighted average basis. Finished goods and work-in-process stock include cost of conversion and other cost incurred in bringing the inventories to their present location and condition but excludes VAT/Excise Duty, which are subsequently recoverable from the taxing authorities.

**(e) REVENUE RECOGNITION**

Revenues from sales of product is recognized when all significant risk and rewards of ownership of goods are transferred to customers and are inclusive of Excise duty, rate differences and freight on certain parties but excluding Sales Tax.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Rent income is recognised as per rent agreement.

**(f) EMPLOYEES BENEFITS**

- i) Contributions to provident and other funds made to the Government are charged off to the Statement of Profit & Loss.
- ii) Gratuity Liability is defined obligation and calculated on the basis of actuarial valuation at the end of each financial year and it is being accounted for and as when paid.
- iii) Leave pay is calculated on accumulated leave and is accounted for as and when paid.

**(g) INVESTMENTS**

Long term investments are stated at cost. Current investments are valued at lower of cost or fair market value. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

**(h) EXCISE DUTY**

Excise duty is accounted for on the basis of payments made in respect of goods cleared and provision is made on closing stock of finished goods & scrap.

**(i) SEGMENT REPORTING**

The accounting policies applicable to the reportable segments are the same as those used in the preparation of the financial statements.

Segment revenue and expenses include amounts, which are directly identifiable to the segment or allocable on a reasonable basis.

Segment assets include all operating assets used by the segment and consist primarily of debtors, inventories and fixed assets. Segment liabilities include all operating liabilities and consist primarily of deposit from customers, creditors etc.

**(j) TAXATION**

**Current Tax :**

Provision for current tax is recognized in accordance with the provisions of Income Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

**Deferred Taxes :**

The carrying amount of deferred tax liabilities is reviewed at each Balance Sheet date. The deferred tax asset and deferred tax liability are calculated by applying tax rates and tax laws that have been enacted as on Balance Sheet date. Deferred tax asset arising mainly on account of brought forward losses / unabsorbed depreciation/other timing differences under tax laws are recognized only if there is a virtual certainty of its realization supported by convincing evidence. Deferred tax liabilities on account of timing differences are recognized only at each balance sheet date.

**(k) IMPAIRMENT OF ASSETS**

An assets is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.

**(l) PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**(m) EARNING PER SHARE**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholder by the weighted average number of equity share outstanding during the period.

For purpose of calculating diluted earning per share net profit or loss for the period attributable to equity shareholder by the weighted average number of equity share outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	AS AT 31.03.2016 (Rs.)
<b>2.01 SHARE CAPITAL</b>	
<b>AUTHORISED :</b>	
7000000 Equity Shares of Rs. 10/- each	70,000,000
<b>ISSUED,SUBSCRIBED AND PAID UP :</b>	
3361595 Equity Shares of Rs. 10/- each fully paid	<u>33,615,950</u>
	<b><u>33,615,950</u></b>
<b>A. Shareholders holding more than 5% Shares</b>	
<b>Name of the Share Holders</b>	<b>No. Of Shares</b>
	<b>% Held</b>
Sree Gopal Bajoria	538,314
Avinash Bajoria	433,087
Ashutosh Bajoria	288,600
Smt.Madhuri Devi Bajoria	324,637
Rigmadirappa Investment Pvt. Ltd	<u>628,800</u>
	<u>18.71%</u>
<b>B. The Reconciliation of Number of Share Outstanding</b>	<b>No. Of Shares</b>
Equity Shares at the beginning of the year	3,361,595
Equity Shares at the end of the year	3,361,595
<b>2.02 RESERVES &amp; SURPLUS</b>	
<b>A. Revaluation Reserve</b>	
As per last account	29,988,234
Less: Transfer to Profit & Loss account [Refer Note 2.02(ii)]	<u>485,789</u>
<b>Total A</b>	<b><u>29,502,445</u></b>
<b>B. Capital Reserve</b>	
Share in Associates (Refer Note No. 2.10(A) i)	233,890
<b>C. Profit &amp; Loss Account Account</b>	
As per Last Account	185,737,839
Add: Transfer from Revaluation Reserve [Refer Note 2.02(ii)]	485,789
Add: Profit/(Loss) for the year	<u>22,044,162</u>
	<b><u>208,267,790</u></b>
Add: Share in Associates [Refer Note 2.02(iii)]	<u>19,095,260</u>
<b>Total C</b>	<b><u>227,363,050</u></b>
<b>Total (A+B+C)</b>	<b>257,099,385</b>
i) Fixed assets (except vehicle) of the company have been revalued as at 31st March 2002 by an independent external approved valuer on the basis of estimated market value. It had resulted in an increase of Rs.6,79,41,558/- in the gross block which had been credited to revaluation reserve account.	
ii) Pursuant to enactment of Companies Act,2013, depreciation for the year Rs. 4,85,789/- on revaluation amount of assets has been charged in Depreciation & Amortisation and equivalent amount has been transferred from Revaluation Reserve to Profit & Loss Account.	
iii) Consolidation of Associate Companies has been done during the Financial Year 2015-16, therefore share in profit of Associate Companies upto 31/03/2015 amounting to Rs. 19,062,850/- has been shown separately as Share in Associates.	
<b>2.03 LONG TERM BORROWINGS</b>	
<b>UNSECURED LOAN</b>	
From related parties-Corporate Bodies	<u>36,808,069</u>
	<b><u>36,808,069</u></b>

AS AT  
31.03.2016  
(Rs.)

**2.04 DEFERRED TAX LIABILITIES / ASSETS**

i) Deferred tax has been provided in accordance with " Accounting Standard 22-Accounting for taxes on income" issued by The Institute of Chartered Accountant of India. The incremental Liability/assets has been adjusted in Statement of Profit & Loss.

ii) Break up of net deferred tax liability/assets

**Deferred Tax Liability**

On timing difference of Book & Tax Depreciation	5,434,784
	<u>5,434,784</u>

**Less : Deferred Tax Assets**

Unabsorbed Business/ Depreciation Losses	2,790,858
Expenses allowable for tax purpose on payment basis	88,545
	<u>2,879,403</u>

<b>Net Deferred Tax Liability</b>	<u>2,555,381</u>
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<b>Net increase/(Decrease) in deferred tax liability charged to Statement of Profit &amp; Loss</b>	<b>(566,132)</b>
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**2.05 SHORT-TERM BORROWINGS**

**SECURED LOANS**

**Working Capital Limits :**

From Bank	35,081,383
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**UNSECURED LOANS**

From Other Corporate Bodies	14,500,000
-----------------------------	------------

	<u>49,581,383</u>
--	-------------------

1) Borrowings from Central Bank of India are secured by hypothecation on stocks, book debts and Plant & Machinery on first charge basis and equitable mortgage on land and building of the company situated at SP-825, Road No. 14, VKIA, Jaipur and also guaranteed by Shri Avinash Bajoria, Managing Director of the Company and Shri S.G. Bajoria.

2) Working Capital Limit is repayable on demand.

**2.06 TRADE PAYABLES**

Total outstanding dues of micro and small enterprises	-
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Total outstanding dues of creditors other than micro and small enterprises	26,183,654
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	<u>26,183,654</u>
--	-------------------

Company has sought details from suppliers as micro, small and medium enterprises under the provision of "Micro, Small, Medium Enterprises developments (MSMED) Act 2006" as at 31st March 2016. In absence of such information from the suppliers, total outstanding dues to creditors as been shown as " total outstanding dues of creditors other than micro and small enterprises.

**2.07 OTHER CURRENT LIABILITIES**

Duties & Taxes	2,245,412
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Other Liabilities	7,473,185
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	<u>9,718,597</u>
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**2.08 SHORT TERM PROVISIONS**

Provision for Income Tax	-
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Less : Advance Tax Paid & TDS	-
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	<u>-</u>
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**FIXED ASSETS AS ON 31.03.2016**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01-04-2015	ADDITIONS	SALES/ ADJUST.	AS AT 31- 03-2016	UP TO 01-04-2015	FOR THE YEAR	ON SALE/ ADJUST.	TOTAL UPTO 31-03-2016	AS AT 31-03-2016	AS AT 31-03-2015
<b>TANGIBLE ASSETS</b>										
Lease hold Land	30,080,685	-	-	30,080,685	3,726,825	-	-	3,726,825	26,353,860	26,353,860
Building & Road	26,890,907	-	-	26,890,907	15,886,576	812,915	-	16,699,491	10,191,416	11,004,331
Plant & Machinery	115,756,137	1,274,945	-	117,031,082	86,406,185	4,158,792	-	90,564,977	26,466,105	29,349,952
Electric Installation	7,551,055	-	-	7,551,055	3,461,728	436,718	-	3,898,446	3,652,609	4,089,327
Furniture & Fixtures	1,925,758	1,163,878	-	3,089,636	1,551,889	118,499	-	1,670,388	1,419,248	373,869
Office Equipments	2,214,282	-	-	2,214,282	1,473,636	207,848	-	1,681,484	532,798	740,646
Vehicles	5,319,602	3,020,000	3,175,320	5,164,282	2,723,244	825,240	2,164,762	1,383,722	3,780,560	2,596,358
Temporary Shed	8,311	-	-	8,311	8,311	-	-	8,311	-	-
Dies & Punches	1,927,863	-	-	1,927,863	1,843,802	-	-	1,843,802	84,061	84,061
Computers	3,542,694	139,500	-	3,682,194	3,312,746	96,604	-	3,409,350	272,844	229,948
LPG Cylinders & Regulator	13,682,455	-	-	13,682,455	13,320,528	-	-	13,320,528	361,927	361,927
Weigh Bridge	946,306	-	-	946,306	898,991	-	-	898,991	47,315	47,315
Water & Air Supply	223,267	-	-	223,267	191,877	9,526	-	201,403	21,864	31,390
<b>TOTAL</b>	<b>210,069,322</b>	<b>5,598,323</b>	<b>3,175,320</b>	<b>212,492,325</b>	<b>134,806,338</b>	<b>6,666,142</b>	<b>2,164,762</b>	<b>139,307,718</b>	<b>73,184,607</b>	<b>75,262,984</b>
Previous year Figures	202,630,346	7,438,976	-	210,069,322	116,311,219	8,862,176	9,632,943	134,806,338	75,262,984	86,319,127

i) Fixed assets (except vehicle) of the company have been revalued as at 31st March 2002 by an independent external approved valuer on the basis of estimated market value. It had resulted in an increase of Rs.6,79,41,558/- in the gross block ; which had been credited to revaluation reserve account. Cummulative depreciation/adjustment/sale of revalued assets amounting to Rs. 3,84,39,113/- upto 31/03/2016 has been adjusted from revaluation reserve.

ii) Pursuant to enactment of Companies Act,2013, depreciation for the year Rs. 4,85,789/- on revaluation amount of assets has been charged in Depreciation & Amortisation and equivalent amount has been transferred from Revaluation Reserve to Profit & Loss Account.

AS AT  
31.03.2016  
(Rs.)

**2.10 NON CURRENT INVESTMENTS**

**(A) OTHER INVESTMENTS**

**i In Equity shares of Associate Companies ((Unquoted & Fully Paid-up))**

Agribiotech Industries Ltd (1)	96,408,829
5316500 Equity Shares of Rs 10/- each	
Beetle Tie-up Pvt Ltd. (2)	-
3300 Equity Shares of Rs 10/- each	
Shipra Towers Pvt. Ltd. (3)	-
4980 Equity Shares of Rs 10/- each	
	<b>96,408,829</b>

1. Pre acquisition profit amounting to Rs. 2,33,890/- of Agribiotech Industries Ltd. Has been shown under Capital Reserve as Share in Associates.

2. Investment in Beetle Tie-up Pvt. Ltd. has been shown at Rs. Nil as the share of loss in this company exceeded the cost of Investment upto 31/3/2015.

3. Carrying amount of Investment in Shipra Towers Pvt. Ltd. Was Rs. 32,410/- as at 31/3/2015 and share of our loss for the current year was Rs. 1,35,655/- which is restricted to the carrying amount of Investment

**ii In Equity Shares**

**a (Unquoted & Fully Paid-up)**

Heaven Marketing Pvt Ltd	57,500
11500 Equity Shares of Rs 10/- each	
Mayawati Trading Co. Pvt Ltd	
9000 Equity Shares of Rs 10/- each	90,000
Goyal Complex Pvt. Ltd	
820 Equity Shares of Rs 10/- each	1,045,500
Anshuventure Pvt. Ltd.	
2000 Equity Shares of Rs. 100/- each	200,000
Mangal Kamna Agencies Pvt. Ltd.	
2000 Equity Shares of Rs. 100/- each	200,000

**b. (Quoted & Fully Paid-up)**

Beekay Niryat Ltd.	2,154,500
709400 Equity Shares of Rs. 10/- each	

**Total of Other Investments**

**3,747,500**  
**100,156,329**

**B. TRADE INVESTMENTS**

**i Investment in Equity Shares**

**(Unquoted & Fully Paid-up)**

Rajasthan Synthetic Industries Ltd.	1,068
300 Equity Shares	
TTG Industries Ltd.	432,905
5000 Equity Shares	

**433,973**

**ii Investment in Equity Shares**

**(Quoted & Fully Paid-up)**

Filament India Ltd.	3,481,503
434500 Equity Shares of Rs. 10/- each	
Kashyap Radiant Ltd.	2,240
1633 Equity Shares	
LCC Infotech Ltd.	2,475
5500 Equity Shares	
The Mysore Paper Mills Ltd.	1,242
300 Equity Shares	

**3,487,460**

**Total of Trade Investments**

**3,921,433**

**TOTAL INVESTMENTS (A+B)**

**104,077,762**

Aggregate amount of quoted investments	5,641,960
Market value of Quoted Investments	8,943,437
Aggregate amount of unquoted investments	98,435,802

	AS AT 31.03.2016 (Rs.)
<b>2.11 LONG TERM LOANS &amp; ADVANCES (Unsecured, considered good)</b>	
Security Deposit	9,698,973
	<u>9,698,973</u>
<b>2.12 OTHER NON CURRENT ASSETS</b>	
Silver Coin	43
Preliminary & Share issue Expenses not written off	890,390
	<u>890,433</u>
<small>(Preliminary &amp; Share issue Exp. Incurred Rs. 4,36,344/- during the year 2013-14 and Rs. 20,07,795/- during the year 2014-15 are being written off over a period of five years. During the current year, 1/5th amount Rs. 4,88,827/- has been written off and 1/5th amount of next financial year Rs. 4,88,827/- shown under Other Current Assets.)</small>	
<b>2.13 INVENTORIES</b>	
Stock of Finished Goods	12,353,363
Stock of Work in Process	24,752,354
Stock of Raw Material	9,977,631
Stock of Stores & Spares	15,541,850
Stock of Scrap	274,950
	<u>62,900,148</u>
<b>2.14 TRADE RECEIVABLE</b> (Unsecured, considered good unless otherwise stated )	
Over six months	1,719,457
Other Debts	41,837,110
	<u>43,556,567</u>
<b>2.15 CASH &amp; BANK BALANCES</b>	
Cash in hand	5,723,568
<b>With Scheduled banks:</b>	
In Current Accounts	263,375
In Fixed Deposits*	1,366,220
<small>*Pledged with bank as margin against Bank Guarantees and Maturity Period of these FDR'S are less than one year</small>	
	<u>7,353,163</u>
<b>2.16 SHORT TERM LOANS &amp; ADVANCES</b> (Unsecured, considered good unless otherwise stated )	
Loans to Related Corporate Bodies	30,309,959
Loans to Other Corporate Bodies (Refer Note No. 2.30)	28,056,983
Advances to Supplier & Services Providers	13,320,607
Employees Advances	1,375,421
	<u>73,062,970</u>
<b>2.17 OTHER CURRENT ASSETS</b>	
Advance Tax / TDS	2,240,740
Duties/Taxes Recoverable	20,465,547
Interest Receivable including on FDRs	363,189
Misc. Expenses not written off (Refer note No. 2.12)	488,827
Other Receivables	17,279,493
	<u>40,837,796</u>
	<b>For the Year 2015-16 (Rs.)</b>
<b>2.18 REVENUE FROM OPERATIONS</b>	
Sales of Cylinders	244,588,971
Sales of Valve & Regulator	340,596,110
Sales of Scrap	15,305,481
Job Income from Gas Plant	5,950,597
<b>Gross Revenue from Operation</b>	606,441,159
Less : Excise Duty	63,690,493
<b>Revenue From Operation (Net)</b>	<b>542,750,666</b>
<b>2.19 OTHER INCOME</b>	
Rent Income	960,000
Interest Income	6,970,894
Misc. Income	922
	<u>7,931,816</u>
<b>2.20 COST OF MATERIAL CONSUMED</b> (refer Note No.2.36(i))	
Opening Stock	8,308,180
Add : Purchases	388,426,988
	<u>396,735,168</u>
Less : Closing Stock	9,977,631
<b>Cost of Material Consumed</b>	<b>386,757,537</b>



	<b>For the Year 2015-16 (Rs.)</b>
<b>2.21 MANUFACTURING EXPENSES</b>	
Stores & Spares Consumed ( Refer Note No. 2.36(ii))	68,592,359
Power & Fuel	13,535,302
Repairs to :	
Plant & Machinery	1,021,960
Building & Roads	577,708
Others	88,551
ISI Marking Fee	2,606,323
Labour Charges	39,069,071
	<u>125,491,274</u>
<b>2.22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>	
<b>CLOSING STOCK</b>	
Finished Goods	12,353,363
Work in process	24,752,354
Scrap Stock	274,950
	<u>37,380,667</u>
<b>Less : OPENING STOCK</b>	
Finished Goods	5,752,326
Work in process	25,134,899
Scrap Stock	409,500
	<u>31,296,725</u>
<b>NET( INCREASE ) /DECREASE IN STOCK</b>	<b>(6,083,942)</b>
<b>2.23 EMPLOYEE BENEFITS EXPENSES</b>	
Salaries, Wages & Other Allowances	11,682,771
Employers contribution to ESI & P F & other Charges.	549,274
Staff & Labour Welfare Expenses	345,495
	<u>12,577,540</u>
<b>2.24 FINANCE COST</b>	
Interest :	
On Bank Borrowings -Cash Credit Account	4,694,253
Others	756,868
	<u>5,451,121</u>
Bank Charges	204,309
	<u>5,655,430</u>
<b>2.25 DEPRECIATION &amp; AMORTISATION EXPENSES</b>	
Depreciation [Refer Note No. 2.09]	6,666,142
	<u>6,666,142</u>
<b>2.26 OTHER EXPENSES</b>	
<b>A. Administrative Expenses</b>	
Rent	18,000
Rates & Taxes	1,697,419
Insurance	240,889
Travelling Expenses	2,252,888
Miscellaneous Expenses	1,508,692
Postage, Telegram, Telephone & Fax	781,157
Printing & Stationery	301,399
Vehicle Running & Maintenance Expenses	281,551
Service Charges (Others)	1,484,898
Filing Fee	16,200
Listing Fee	211,798
Conveyance Expenses	586,099
Legal & Professional Expenses	1,497,657
Internal Audit Fee	60,000
Membership Fee & Subscription	76,692
Sales Tax demand	98,732
ISO Certification Expenses	79,958
Loss on Sale of Fixed Assets	460,558
Preliminary & Share Issue Expenses W/off	488,827
Payments to Auditors :	
- As Statutory Audit	125,000
- As Tax Audit	25,000
- Reimbursement of Expenses	15,700
	<u>12,309,114</u>
<b>B. Selling Expenses</b>	
Freight, forwarding & transportation (Net)	8,674,835
Rebate & Discount	963,537
Sales Promotion	24,864
	<u>9,663,236</u>
<b>Total (A+B)</b>	<b><u>21,972,350</u></b>

**2.27 CONTINGENT LIABILITIES NOT PROVIDED FOR**

- a) Guarantees given by bankers on behalf of the company Rs. 10,00,000/- . Margin their against by way of FDR of Rs 13,66,220/-
- b) Sales Tax Demand Rs. 15,04,442/-for the year 2012-13 towards non-submission of C-Form as per regular assessment Order. The company has filed an appeal before D.C.Appeals against the said demand.
- c) Income Tax Demand Rs. 73,730/- for the Financial year 2010-11 and Rs. 5,10,200/- (Net of Payment of Rs. 2,63,487/-) for the Financial year 2012-13 as per regular assessment orders. The Company has filed appeals before CIT(Appeals) against the said demands.
- 2.28** The Competition Commission of India in a Suo Motu case under Section 19(1) of the Competition Act 2002 based upon investigation report by Director General in the matter of collusive conduct by LPG Cylinder manufacturer imposed penalty of Rs. 2,30,84,886/- @7% on average turnover of previous years vide order dated 24.02.2012.The Company has deposited Rs. 23,08,489/- as 10% of Penalty to file an appeal against the order of CCI with Competition Appellate Tribunal, New Delhi. The Competition Appellate Tribunal vide order dated 02-03-2016 set aside order of CCI and remitted back the matter to CCI for fresh adjudication and refund of amount deposited by the company.
- 2.29** Balance of trade payables, other liabilities, trade receivables, Loans and Advances are subject to confirmation.
- 2.30** The short terms loans & advance includes loan of Rs.. 56,31,131/- recoverable from M/S Ankur Drugs and Pharma Ltd including Interest upto 31/03/2012. The honorable Bombay High Court has passed an order dated 08/07/2013 for winding up of this Company. The Company has submitted its claim of Rs. 73,17,163/- including interest till 31.01.2014 to the official liquidator. The accounting entries for write off or recognition of income will be done in the year of final recovery from the official Liquidator.
- 2.31** In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet. Adequate provisions have been made in accounts for all the known liabilities.

**2.32 Employee Benefit**

**A. Defined Contribution Plans**

Contribution to provident fund including family pension fund	<b>Current Year</b> 464,844
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**B. Defined Benefit Plan (Gratuity)**

Valuation in respect of Gratuity has been carried out by independent actuary as at the Balance Sheet date. The details of the same are given as under:

**(I) Assumptions**

(a) Discount Rate (Per Annum)	8.00%
(b) Rate of increase in Compensation Levels	5.00%
(c) Rate of Return on Plan Assets	N.A.
(d) Expected Average remaining working lives of employees in no. of years	13.01

**(II) Changes in the present Value of Obligation**

(a) Present Value of Obligation at beginning of the year	4,833,509
(b) Interest Cost	147,083
(c) Current Service Cost	261,265
(d) Actuarial (Gain)/Loss	342,033
(e) Benefits paid	-
(f) Present Value of Obligation at end of the year	2,583,890

**(III) Amount recognized as on 31/03/2016**

(a) Present Value of Obligation as at year end	2,583,890
(b) Fair Value of Plan Assets as at year end	-
(c) Net (Asset)/Liability recognized	2,583,890

**(IV) Expenses recognized as on 31/03/2016**

(a) Current Service Cost	261,265
(b) Interest Cost	147,083
(c) Net actuarial (Gain)/Loss	342,033
(d) Total Expenses, which has not been account for in the	750,381

The Gratuity for current year Rs. 7,50,381/- and cumulative upto 31st March, 2016 Rs. 25,83,890/- has not been recognized in financial statements and same will be accounted for as and when paid.

- 2.33** The Leave pay for current year Rs. 2,37,385/- and cumulative upto 31st March, 2016 Rs. 12,53,479/- has not been recognized in financial statements and the same will be accounted for as and when paid.

**2.34 Disclosure of Related Party Transactions in accordance with the Accounting Standard As -18 " Related Party Disclosure"**

**a) Key Management Personnel :**

Sh. Avinash Bajoria-Managing Director  
Smt. Preetanjali Bajoria-Director (appointed w.e.f. 30/3/2015)

**b) Relative of Key Managerial Personnel**

Sh. Ashutosh Bajoria

**c) Associate Companies**

M/s. Shipra Towers Pvt. Ltd.  
M/S. Beetal Tie-up Pvt. Ltd.  
M/s. Agribiotech Industries Limited,

**d) Enterprise in which key managerial and their relatives have**

M/s. Protect Vanijya Pvt. Ltd.	M/s. Beekay Niryat Ltd.,
M/S. Mayawati Trading Co. Pvt. Ltd	M/s. Anshu Venture Pvt. Ltd.
M/s. Rameshwar Properties Pvt. Ltd.,	M/s. Mangal Kamna Agency Pvt. Ltd.
M/s. Cairo Niryat Pvt. Ltd.	M/s. Bajoria Farms Pvt. Ltd.
M/s. Heaven Marketing Pvt. Ltd.	M/s Swayambhu Construction Pvt. Ltd.
M/s. Swagatam Procon Pvt. Ltd.	M/s. Goyal Complex Pvt. Ltd.

**Transaction with Related Parties as above (Gross Value of Items)**

Description	Key Managerial Personnel	Relatives of Key Managerial Personnel	Associates and Enterprise in which key managerial and their relatives have influence
<b>Current year</b>			
Remuneration	1,650,000		
Salary	-		
Perquisites	39,600		
Interest Expenses			567,967
Rent Income			960,000
Rent Expenses			18,000
Interest Income			4,039,435
Unsecured Loan Taken*			29,073,170
Unsecured Loan Taken-repaid			12,951,476
Loans & advances given*			76,905,775
Loans & advances given-received back			78,087,224
*Including Interest net of TDS			
<b>Balance as on 31.03.2016</b>			
Unsecured Loan Taken			36,808,069
Loans & advances given			30,309,959

**2.35 Segment information about Primary Business Segment for the year ended 31st March, 2016**

	Cylinders	Valve & Regulator	LPG Gas	Total
Revenue				
External	232,036,223	304,763,846	5,950,597	542,750,666
Internal		15,101,773		15,101,773
Total Revenue	232,036,223	319,865,619	5,950,597	557,852,439
Segment-wise expenditure	226,390,414	331,634,592	1,063,252	559,088,258
Result				
Segment results	5,645,809	(11,768,973)	4,887,345	(1,235,819)
Unallocated Expenditure				3,394,416
Unallocated income				960,922
Profit before Interest and Taxes				(3,669,313)
Interest & Bank Charges				5,655,430
Interest Income				6,970,894
Profit before Tax				(2,353,849)
Current Tax				-
Deferred Tax				(566,132)
Profit after Tax				(1,787,717)
Share of Profit of Associates				23,831,879
Profit for the Year				22,044,162
Other Information				
Segment Assets	87,845,320	79,696,173	3,496,332	171,037,825
Unallocated Assets				244,524,594
Total				415,562,419
Segment Liabilities	8,203,711	22,618,319	-	30,822,030
Unallocated Liabilities				94,025,054
Total				124,847,084
Capital Expenditure	1,226,798	664,625	547,400	2,438,823
Unallocated Capital expenditure				3,159,500
Total				5,598,323
Depreciation	2,794,789	2,435,836	151,659	5,382,284
Unallocated Depreciation				1,283,858
Total				6,666,142

**Notes:**

I. The company is engaged into three main business segments:-

- Cylinders - Comprising of sale of Cylinders.
- Valves & Regulators- Comprising of sale of Valves and Regulators.
- LP Gas – Comprising of Sale of LP Gas/Job work for LP Gas Filling.

Segments have been identified by the management in line with the Accounting Standards on segment reporting (AS-17) taking into account the nature of the products and services and the differing risks and returns.

II. Segments revenue includes sale, income from services and scrap sales.

III. Segments revenue, results, assets and liabilities include the respective amounts identifiable to reportable segments and amounts allocated on a reasonable basis.

**2.36 Value of imported and Indigenous raw materials, stores & spares consumed:**

**i) Raw Material**

	2015-16	
	Rs.	%
Imported	-	-
Indigenous	386,757,537	100.00%
Total	<b>386,757,537</b>	<b>100.00%</b>

**ii) Stores & Spares**

Imported	-	0.00%
Indigenous	68,592,359	100.00%
Total	<b>68,592,359</b>	<b>100.00%</b>

**2.37 Expenditure in Foreign currency**

Foreign Travelling Expenses 10,121,244

**2.38 FOB Value of Exports**

Nepal Export 29,715,000

**2.39 CIF Value of Imports:**

Advance Payment for Import of Spares 194,462

**2.40 Earning per share**

	2015-16
a) Net Profit after tax available for Equity Shareholder (Rs.)	22,044,162
b) Weighted average number of Equity Shares of Rs 10/- each.	3,361,595
c) Earning Per Share (Basic/ diluted)	
Basic	6.56
Diluted	6.56

**2.41 Information on Associates**

**a) Investment in Associates**

Name of Associate Company	Country of Incorporation	% of Holding
(i). Agribiotech Industries Ltd.	India	49.23%
(ii). Shipra Towers Pvt. Ltd.	India	49.80%
(iii). Beetle Tie-up Pvt. Ltd.	India	33.00%

**b) Disclosure as per Schedule III of Companies Act, 2013**

	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss	
	As a % of Consolidated net assets	Amount in Rs.	As a % of Consolidated Profit or Loss	Amount in Rs.
	<b>Parent</b>			
Rajasthan Cylinders and Containers Ltd.	85.15%	247,554,306	-8.11%	(1,787,717)
<b>Associates</b>				
(i). Agribiotech Industries Ltd.	14.87%	43,243,829	108.26%	23,864,289
(ii). Beetle Tie-up Pvt. Ltd. (i)	-0.01%	(33,000)	0.00%	-
(iii). Shipra Towers Pvt. Ltd. (ii)	-0.02%	(49,800)	-0.15%	(32,410)
		290,715,335		22,044,162

(i). Share in Loss of Beetle Tie-up Pvt. Ltd. was Rs. 1,77,431/- for the Financial Year 2015-16 which has not been considered as the carrying amount of Investment was Nil as on 1/4/2015.

(ii). Share in Loss of Shipra Towers Pvt. Ltd. was Rs. 1,35,655/- for the Financial Year 2015-16 which has been considered to the extent of Carrying amount of Investment of Rs. 32,410/- as at 1/4/2015.

**2.42** The Company has prepared its Consolidated Financial Statements first time and hence corresponding (comparative) figures of Previous Year and the Statement of Consolidated Cash Flow have not been given.

In terms of our report of even date attached

**For S.S.SURANA & CO.**

Chartered Accountants

FRN 001079C

Sd/-

**(Pralhad Gupta)**

Partner

M. NO. 074458

Place : JAIPUR

Date : 30/05/2016

For & On Behalf of the Board of Directors

Sd/-

**(Avinash Bajoria)**

Managing Director

DIN: 01402573

Sd/-

**(Anisha Jain)**

Company Secretary

Sd/-

**(Preetanjali Bajoria)**

Whole Time Director

DIN: 01102192

Sd/-

**(Suresh Jain)**

CFO

Consolidated Cash Flow Statement for the year ended 31st March, 2016

(Amount in Rupees)

Particulars	For the year ended 31st March, 2016	
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before tax		(2,353,849)
<i>Adjustments for:</i>		
Depreciation and amortisation	6,666,142	
(Profit) / loss on sale / write off of assets	460,558	
Finance cost	5,655,430	
Interest income	(6,970,894)	
(Profit) / loss on sale / write off of Investment	5,000	
Preliminary & Share issue expenses	488,827	
		6,305,063
Operating profit / (loss) before working capital changes		3,951,214
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	(6,489,086)	
Trade receivables	16,988,122	
Short-term loans and advances	3,672,185	
Long-term loans and advances	2,043,860	
Other current assets	(8,481,537)	
Other non-current assets	-	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	(31,574,782)	
Other current liabilities	(2,286,939)	
Other long-term liabilities	-	
Short-term provisions	-	
		(26,128,177)
Cash flow from extraordinary items		-
Cash generated from operations		(22,176,963)
Net income tax (paid) / refunds		-
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(22,176,963)</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital work in progress	(5,598,323)	
Sale/ Transfer of fixed assets	550,000	
Sale of Investments	-	
Purchases of Investments	-	
Net (gain) / loss on sale of investments	-	
Loss/Gain From derivative transactions	-	
Finance Cost on investmnets	-	
Interest received	6,970,894	1,922,571
Cash flow from extraordinary items		-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>1,922,571</b>
<b>C. Cash flow from financing activities</b>		
Increase in Share Capital	-	
Proceeds from long-term borrowings	16,121,695	
Repayment of long-term borrowings	-	
Proceeds from Short Term Borrowings	14,500,000	
Net increase / (decrease) in working capital borrowings	(8,664,122)	
Finance cost	(5,655,430)	16,302,143
Cash flow from extraordinary items		-
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>16,302,143</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(3,952,249)</b>
Cash and cash equivalents at the beginning of the year		11,305,412
<b>Cash and cash equivalents at the end of the year</b>		<b>7,353,163</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
Cash and cash equivalents as per Balance Sheet (Refer Note 2.15)		7,353,163

In terms of our report of even date attached

For S.S.SURANA & CO.

Chartered Accountants

FRN 001079C

Sd/-

(Prahald Gupta)

Partner

M. NO. 074458

Place : JAIPUR

Date : 30/05/2016

For & On Behalf of the Board of Directors

Sd/-

(Avinash Bajoria)

Managing Director

DIN: 01402573

Sd/-

(Anisha Jain)

Company Secretary

Sd/-

(Preetanjali Bajoria)

Whole Time Director

DIN: 01102192

Sd/-

(Suresh Jain)

CFO

**Proxy Form**

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

CIN : **L28101RJ1980PLC002140**

Name of the Company : **M/s Rajasthan Cylinders And Containers Ltd**

Registered Office : **SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur - 302013**

Name of the member(s) :
Registered Address:
E-mail id :
Folio No. / Client id :
DP ID :

I/We , being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_ E-mail id \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him/her

2. Name : \_\_\_\_\_ E-mail id \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him/her

3. Name : \_\_\_\_\_ E-mail id \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/ us and on my /our behalf at the **36<sup>th</sup> Annual General Meeting** of the Company, to be held on **Friday, the 30<sup>th</sup> September, 2016 at 11:00 a.m.** at **SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur-302013** and at any adjournment thereof in respect of such resolutions as are indicated below :

No.	Resolutions	For	Against
	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, 2016 and the reports of Board of Directors ("the Board") and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Preetanjali Bajoria (holding DIN :01102192), who retires by rotation and being eligible to offer herself for re-appointment.		
3.	To ratify the appointment of Statutory Auditors and to fix their remuneration.		
	Special Business		
4.	To re-appoint Mr. Avinash Bajoria (holding DIN :01402573) as Managing Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Affix Revenue Stamp
---------------------------

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxyholder (s) \_\_\_\_\_

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



# 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](mailto:info@bajoriagroup.in)

CIN No. : L28101RJ1980PLC002140 ; Website : [www.bajoriagroup.in](http://www.bajoriagroup.in)

## ATTENDANCE SLIP

I/We hereby record my/our presence at the **36<sup>th</sup> Annual General Meeting** of the company held at SP-825, Road No.14, Vishwakarma Industrial Area, Jaipur-302013 at 11.00 a.m. on Friday, the 30<sup>th</sup> September, 2016.

<b>DP ID*</b>		<b>Regd. Folio No.</b>	
<b>Client ID*</b>		<b>No. of Shares held</b>	

<b>Name and Address of the Shareholder(s)</b>		<b>Sr. No.</b>	
<b>If Shareholder(s), please sign here</b>		<b>If Proxy, please mention name and sign here</b>	
		<b>Name of Proxy</b>	<b>Signature</b>

\* Applicable for shareholders holding shares in electronic form.

**NOTE** : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

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