

RSC INTERNATIONAL LTD.

CIN: L17124RJ1993PLC007136

September 09, 2019

To,

Bombay Stock Exchange Limited,
Dept. of Corporate Services,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Ref: BSE Scrip Code530179

Dear Sir,

Sub:26th Annual Report for the financial Year 2018-19.

Pursuant to regulation 34of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. Please find enclosed herewith 26th Annual General Meeting of the Company for the Financial Year 2018-19.

We request you to take the above on your records.

Thanking you,

Yours faithfully,
For RSC International Limited


Gyan Chand Jain
Managing Director



RSC INTERNATIONAL LIMITED

(CIN – L17124RJ1993PLC007136)

**Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road Jaipur
Jaipur RJ 302013.**

ANNUAL REPORT 2018-2019

26th Annual Report
Board of Directors

2018-2019

Shri Gyan Chand Jain
Managing Director
Shri Ankur Gyanchand Jain
Director
Smt. Alka Jain
Director
Shri R.P. Agarwal
Independent Director
Shri Ankur Gyanchand Jain
Chief Financial Officer
Shri Jitendra Bansal
Independent Director

AUDITORS

R.K Mehta & Associates
Chartered Accountant
309 Rewa Chambers, New Marine
Lines. Mumbai – 400020.

REGISTERED OFFICE

Plot No. 30, Sangam Colony,
Opposite VKI Road No. 14, Sikar
Road Jaipur Jaipur RJ 302013

REGISTRAR OF SHARE TRANSFERS

Alankit Assignments Ltd.
Alankit House, 2E/21, Jhandelwalan
Extn., New Delhi – 110 055
Tel: (011) 42541234/ 23541234
Fax: (011) 23552001
Email: info@alankit.com
Website: www.alankit.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF RSC INTERNATIONAL LIMITED WILL BE HELD ON WEDNESDAY, 25TH SEPTEMBER 2019 AT 11.00 A.M. AT PLOT NO. 30, SANGAM COLONY, OPPOSITE VKI ROAD NO. 14, SIKAR ROAD JAIPUR RJ 302013, TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019 together with the Report of the Board of Directors and the Auditors thereon.

- 2) **To appoint Statutory Auditor and fix their remuneration:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s DBS & Associates, Chartered Accountants, (Firm Registration No. 018627N) be appointed as the Statutory Auditors of the company, in place of retiring auditor, M/s R. K. Mehta & Associates, Chartered Accountant (Firm Registration No. 106291W), to hold office from the conclusion of this 26th Annual General Meeting (AGM) until the conclusion of the 27th AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the company.

“FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with **Registrar of Companies”**.

SPECIAL BUSINESS

- 3) To appoint **M/s RS and associates** as a Secretarial Auditor of the company

“RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act 2013 rule 9 of the companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board be and is hereby given for appointment of M/s RS and ASSOCIATES Company Secretaries to be appointed as Secretarial Auditors of the Company for the Financial year 2018-2019 and Directors of the Company be

and are hereby authorized to fix the remuneration with the consent of Audit Committee.

By order of the Board

**(Ghyanchand Jain)
Managing Director**

Place: Jaipur

Dated: 04th September 2019

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Proxy in the prescribed form No. MGT-11 as enclosed herewith, in order to be effective, should be deposited with the registered office of the company and stamped not less than 48 hours before the commencement of the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, will be available for inspection by the members at the meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Book Closure: The Company has notified closure of Register of Members and Share Transfer Books from 19th September 2019 to 25th September 2019 (both days inclusive).
9. **National Electronic Clearing Service (NECS):**
 - a) 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.
 - b) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer for assistance in this regard.
 - c) Members holding shares in physical form are advised to submit their PAN to the Company / M/s. Alankit Assignment Ltd.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Alankit Assignments Ltd., for consolidation into a single folio.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.
14. **Nomination Facility:** As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrar and Transfer Agents.

Members holding shares in Electronic form may obtain the nomination forms from their respective depository participants.

15. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for capturing the additional details is appended to the notice, Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective depository participants.
16. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode. Members may also note that the notice of the AGM and the annual report for the financial year 2018-2019 will also be available on the company's website www.rscltd.in for their download. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during normal business hours (9.00 am to 5.00 pm) on all working days upto and including the day of the AGM of the company.
17. To support the 'Green Initiative', the members who have not registered their email address are requested to register the same with the Company's Registrar and Share Transfer Agents/ Depositories.
18. Members desiring any information relating to Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
19. Process and manner for voting through electronic means:
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (LODR), 2015 (Listing Regulations), the members are provided facility to exercise their right to vote electronically, through e-voting services provided by CDSL on all the resolutions set forth in this Notice. In order to enable its members who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a Ballot Form are given at

the back of the said form and instructions for e-voting are given herein below. Resolution(s) passed by members through Ballot Forms or e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

- ii. The facility for voting, either through electronic voting system or ballot/ polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- iii. The members who have cast their vote by remote e-voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- iv. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
- v. In case a member is desirous of obtaining a duplicate Ballot Form, he/ she/ they may send an email to rsccompliance@gmail.com by mentioning their Folio / DP ID and Client ID number. However, the duly completed Ballot Form should reach the Scrutinizer, Anuradha Saxena, not later than 24th September 2019, 5.00 p.m. Ballot Form received after this date will be treated as invalid.

20. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **22nd September 2019 at 9.00 AM IST** and ends on **24th September 2019 at 5.00 PM IST**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **18th September 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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 Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other

person and take utmost care to keep your password confidential.

- (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 for the relevant **RSC International Ltd.** 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 same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s Mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play store. Apple and windows phone users can download the app from the app store and the windows phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

21. Members are requested to send all communications relating to shares to our R&T Agent at the following address:

Alankit Assignments Ltd.

Alankit House, 2E/21,
Jhandelwala Extn., New Delhi – 110 055
Tel: (011) 42541234/ 23541234
Fax: (011) 23552001
Email: info@alankit.com
Website: www.alankit.com

22. **Appointment of the Statutory Auditor in place of M/s R. K. Mehta & Associates.**

M/s. R. K. Mehta & associates Chartered Accountant (Firm Registration No 106291W) was appointed as the Statutory Auditor of the Company at the AGM dated 29th September 2018 from the conclusion of 25th AGM till the conclusion of 30th AGM of the company to be held in 2022. However, by a letter dated 17th August, 2019, M/s. R. K. Mehta & associates due to other pre-occupation has expressed their inability to continue as a statutory auditor of the Company.

In view of the above, the Board of Directors recommend the name of M/s DBS & ASSOCIATES, Chartered Accountants, (Firm Registration No. 018627N) to be appointed as the Statutory auditor of the Company to hold office till the Conclusion of 27th AGM and to fix the remuneration for financial year 2019-2020.

23. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between Monday and Friday of every week, upto the date of the 26th Annual General Meeting of the Company.

Place: Jaipur

By order of the Board of Directors

Date: 04th September 2019

Registered Office: Plot No. 30,
Sangam Colony, Opposite VKI Road No. 14,
Sikar Road Jaipur RJ 302013

Ghyanchand Jain
Managing Director

DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting the 26th Annual Report of the company together with the audited statements of accounts for the year ended 31st March 2019.

FINANCIAL RESULTS

Particulars	31.03.2019	31.03.2018
Sales & Other Income	0	2239555
Profit before interest & depreciation	-1558847	-316999
Less: Interest	0.00	0.00
Profit before depreciation	-1558847	-316999
Less: Depreciation	0.00	0
Profit after depreciation	-1558847	-316999
Provision for Income Tax	0	0
Profit After Tax	-1558847	-316999

FINANCE

During the year under review the Company has made efforts to explore more opportunities in the fields of export business and some other business related to warehousing and investment in real estate and in the process of seeking shareholders' approval for starting new business line.

BUSINESS OUTLOOK

The Management is planning to enter into new line of business like export of clothes and other items to improve the profitability and ultimately value of shareholders' funds. The Company has been in communication with number of prospective buyers of products in various countries. It is supplying on commission basis and also making an attempt to add to its portfolio. The Company hopes to achieve good results in this line looking to the acceptance of Indian products in global market. Presently the Company is doing agency business of fabrics.

ISSUE OF EQUITY SHARES

The Company has not issued any shares during the year under review.

DIVIDEND

Due to insufficient profit and carried forward losses, the Board of Directors have decided to not to propose any dividend during the year.

LOANS, GUARANTEES AND INVESTMENTS

During the year under review the company has not given any loan and /or guarantee and not made any investment in any venture.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as at 31st March 2019 .

CORPORATE GOVERNANCE

A Report on Corporate Governance alongwith certificate from the Statutory Auditor of the Company regarding the compliance with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 of the SEBI (LODR) 2015, forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required under Regulation 34(2) of the SEBI (LODR) Regulations, 2015, forms part of the Annual Report.

DISCLOSURE REQUIREMENTS

Details of programme for familiarization of Independent Directors with the Company are available on the website of the Company.

The Company has no subsidiary and hence no policy is required.

Policy on dealing with related party transactions is available on the website of the Company.

The Company has formulated a Whistle Blower Policy and same is in compliance with the provisions of the Act and Listing Agreement and is available on the website of the Company.

Policy for archival of documents of the company is available on the website of the company.

The code of conduct for the Board of Directors of the company is available on the website of the company.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 5 meetings of the Board were held, details of which are given in the Corporate Governance Report that forms part of the Annual Report.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture and/ or associate company and hence no details are provided.

PERFORMANCE EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015, the Board has carried out an annual evaluation of performance of its own and the Committees thereof.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's has formulated a policy for appointment and remuneration in compliance with provisions of Section 178(3) of the Companies Act, 2013 and same is forming part of Corporate Governance Report.

AUDIT COMMITTEE

The Audit Committee of the Company comprises of three independent directors. There are no instances where the board did not accept the recommendations of the Audit Committee. Other details about the Audit Committee are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

PARTICULARS OF EMPOLYEEES

The Company is not paying salary to any employee more than as stipulated under the provisions of Section 197(12) of the Companies Act, 2013 and hence no disclosure is required.

RELATED PARTY TRANSACTIONS

During the year, the Company has not entered into any transactions with related party as defined under the Companies Act, 2013 and under Clause Regulation 23 of the SEBI (LODR) Regulations, 2015.

The policy on materiality of Related Party Transactions and dealing with related party transactions as approved by the Board has been adopted by the Company and uploaded on the Company's website. There are no transactions to be reported in Form AOC-2.

RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy on the basis of business and size of the Company and has set-up a Committee. The risk assessment update is provided to the Risk Management Committee (RMC) on periodical basis. RMC is appointed by the Board and comprises of Directors of the Company and is chaired by an Independent Director. RMC assists the Board of Directors in overseeing the Company's risk management processes and controls.

CORPORTAE SOCIAL RESPONSIBILITY (CSR)

Since the company is not having sufficient earnings and there are carried forward losses, the Company is not in a position to spend any money on CSR.

VIGIL MECHANISM/ WHISTLEBLOWER POLICY

The Company has adopted a Whistleblower Policy, to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

PREVENTION OF SEXUAL HARASSMENT (POSH)

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) and the Rules framed thereunder.

There was no complaint of any nature during the year 2018-19.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has neither given any loans nor provided any guarantee during the year.

INTERNAL FINANCIAL CONTROLS

Internal financial control systems of the Company are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards and relevant statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies.

The Audit Committee deliberated with the members of the management, considered the systems as laid down and met the statutory auditors to ascertain, *inter alia*, their views on the internal financial control systems. The Audit Committee satisfied itself on the adequacy and effectiveness of the internal financial control system as laid down and kept the Board of Directors informed.

Details of internal control system are given in the Management Discussion and Analysis Report, which forms part of the Report.

DIRECTORS

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 25 of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules framed there under and are independent of the management.

Annual Evaluation of Board Performance and Performance of its Committees and of Individual Directors

Pursuant to the provisions of the Act and Regulation 27(2) of the SEBI (LODR), Regulations, 2015 Listing Agreement, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board

composition and structure, effectiveness of Board processes, participation in the long term strategic planning, 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 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, preparedness on the issues to be discussed, 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 the Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman were evaluated, taking into account the views of executive directors and non-executive directors. This was followed by a Board meeting that discussed on the performance of the Board, its Committees and Individual Directors.

REMUNERATION POLICY

The Company has not paid any remuneration to any director or key managerial person and hence there was no need to review the same. However, in order to comply with the provisions of the Act and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Company has formulated the Remuneration Policy and same is uploaded on the website of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 the profit of the Company for that period;
- (c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) They have prepared the annual accounts on a going concern basis;

- (e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITOR AND AUDITOR'S REPORT

STATUTORY AUDITOR

The appointment of M/s R. K. Mehta & Associates Chartered Accountant (Firm Registration No. 106291w), the Statutory Auditor of the company were appointed by the shareholders at the AGM held on 29th September 2018. His appointment is valid till the conclusion of this 26th AGM.

However, the Auditor's Report on the financial statements for the financial year ended 31st March 2019 does not contain any qualification, reservation or adverse remark. We also wish to state that there is no pending audit work required to be audited by M/s R. K. Mehta & associates, who is retiring as Auditor from this AGM.

SECRETARIAL AUDITOR

RS & Associates, Practicing Company Secretary was appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2018-2019, as required under Section 204 of the Companies Act, 2013 and the Rules made thereunder.

The Secretarial Audit Report for the financial year 2018-2019 is appended as Annexure A which forms part of this report.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of annual return in the prescribed Form MGT-9 is appended as Annexure B which forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed pursuant to the provisions of Section 134 of the Act read with Rule 8 of the Companies (Accounts Rules), 2014.

- A. **Conservation of Energy:** The operations of the Company are not energy intensive, however adequate measures have been taken to reduce energy consumption and all efforts are made to use more natural light in the office.
- B. **Technology Absorption:** Not applicable.
- C. **Foreign Exchange Earnings and Outgo:** Not applicable.

ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the continued support and co-operation by financial institutions, banks, government authorities and other stakeholders. Your Directors also acknowledge the support extended by the Company's unions and all the employees for their dedicated service.

On behalf of the Board of Directors

**Gyanchand Jain
Managing Director**

Jaipur, 04th September 2019

Annexure A
Form No. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March, 2019

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration of Managerial Personnel)
Rules, 2014]**

To,
The Members
RSC International Limited
Plot No. 30, Sangam Colony,
Opposite VKI Road No. 14, Sikar Road
Jaipur – 302 013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RSC International Limited** having CIN L17124RJ1993PLC007136 (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 my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the 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 ended on March 31, 2019 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 RSC International Limited (“The Company”) for the period ended on March 31, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas

Direct Investment and External Commercial Borrowings; Not Applicable to the Company during the Audit Period;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, and the Listing Agreements entered into by the Company with the Stock Exchanges;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

g. 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;

h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

The Company has appointed M/s. Alankit Assignments Limited as Registrar to an issue and share Transfer Agent. The share Transfer maintained all record of share Transfer thereto in Electronic Form as provided under the Regulation.

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable to the Company during the Audit Period;

j. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.

6. The Micro, Small and Medium Enterprises Development Act, 2006.

7. As informed to us the following other laws specifically applicable to the Company are as under:

1. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

2. The Factories Act, 1948

3. The Industrial Employment (Standing Orders) Act, 1946
4. The Maternity Benefit Act, 1961
5. The Minimum Wages Act, 1948
6. The Payment of Wages Act, 1936
7. The Negotiable Instruments Act, 1881
8. The Payment of Gratuity act, 1972
9. The Workmen's Compensation Act, 1922
10. The Contract Labour (Regulation & Abolition) Act, 1970
11. The Industrial Dispute Act, 1947
12. The Payment of Bonus Act, 1965
13. The Employment Exchange Act, 1959
14. The Apprentice Act, 1961
15. The Equal Remuneration Act, 1976

I have also examined the Compliances with the other applicable clauses namely;
Secretarial Standards issued by The Institute of Company Secretaries of India.

The Listing Agreements entered into by the Company Limited with the Small and Medium Enterprises platform of Bombay Stock Exchange.

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

During the financial year under report, the Company has complied with the provisions of the Act, Old Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. ***The Company has not yet appointed Whole Time Company Secretary pursuant to Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.***

Management Explanation on point No. (1): Though the size of company and the income doesn't allow the company to retain CS on full time basis as it would affect the shareholders by way of additional financial burden, still Company have made search of company secretary but due to shortage of company secretaries and size of our company, Company could not appoint. However, Company have outsourced all legal compliance and secretarial compliance work to one professional consultancy company and all the compliances were done properly and in timely manner

2. ***Financial Result was not published in newspaper.***

Management Explanation on point No. (3): Company have not published quarterly financial results in news papers as the cost of publication is high and it is not viable for the shareholders to spent such

amount when the company is not making sufficient profits. However, quarterly results were submitted to BSE and DSE within the time provided under Listing Agreement and uploaded on the company's website and hence the shareholders and public at large have access to the financial through company's website and website of BSE and DSE.

I further report that:

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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through were captured and recorded as part of the minutes.

I further report that

As represented by the Company and relied upon by us there is an 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 RS & Associates, Practicing Company Secretaries

Sd/-

Rachana Shridharani
Practicing Company Secretary ACS#A42877 CP#18887

Place: Mumbai
Date: 30th August, 2019

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure to Secretarial Audit Report

**To,
The Members,
RSC International Limited**

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and the 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. I believe that the processes and the practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I 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. My 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 RS & Associates, Practicing Company Secretaries

Sd/-

**Rachana Shridharani
Practicing Company Secretary ACS#A42877 CP#18887**

Place: Mumbai

Date: 30th August, 2019

Annexure B
Extract of Annual Return as on the financial year ended
on 31st March 2019

		Form No. MGT-9	
		[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]	
I		REGISTRATION AND OTHER DETAILS	
	1	CIN	L17124RJ1993PLC007136
	2	Registration Date	6 th January 1993
	3	Name of the Company	RSC International Ltd.
	4	Category / Sub-Category of the Company	Public Company / Limited by shares
	5	Address of the Registered Office and Contact Details	Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road Jaipur Jaipur RJ 302013 Tel: 09324541587 Email: gyanrl@hotmail.com
	6	Whether listed company	YES
	7	Name, Address and Contact details of Registrar and Transfer Agent (RTA), if any	Alankit Assignments Ltd. Alankit House, 2E/21, Jhandelwala Extn., New Delhi – 110 055 Tel: (011) 42541234/ 23541234 Fax: (011) 23552001 Email: info@alankit.com Website: www.alankit.com
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:	Agency business for synthetic cloth material
III		PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	N A
IV		INDEBTEDNESS	
		Indebtedness of the Company including interest outstanding/ accrued but not due for payment	N A
V		REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL	N A
VI		PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	N A

IV. Shareholding pattern

(i) Category-wise Shareholding

Category	Category of Shareholders	No. of Shares held at the beginning of the year (01 st April 2018)				No. of Shares held at the end of the year (31 st March 2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
-1	Indian									
(a)	Individuals/ Hindu Undivided Family/ Nominee of Promoter	1498460	0	1498460	26.06	1498460	0	1498460	26.06	0
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	628234	0	628234	10.93	628234	0	628234	10.93	0
(d)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0	0	0	0	0	0
(e-i)	Directors & Relatives	0	36100	36100	0.63	0	36100	36100	0.63	0
	Sub Total(A)(1)	2126694	36100	2162794	37.62	2126694	36100	2162794	37.62	0
2	Foreign									
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
b	Bodies Corporate	0	0	0	0	0	0	0	0	0
c	Institutions	0	0	0	0	0	0	0	0	0
d	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
e	Any Others(Specify)	0	0	0	0	0	0	0	0	0

	Sub Total(A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2126694	36100	2162794	37.62	2126694	36100	2162794	2126694	0
(B)	Public shareholding									
1	Institutions	0	0	0	0	0	0	0	0	0
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(i)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0
B 2	Non-institutions									
(a)	Bodies Corporate	87748	11600	99348	1.73	90629	11600	102229	1.78	0
(b)	Individuals									
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs	115700	1968625	2084325	36.25	119871	1964325	2084196	36.25	0
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	974155	974155	16.94	0	974155	974155	16.94	0
(c)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0	0	0	0	0
i	NRI- Repartable	800	71000	71800	1.25	1000	71000	72000	1.25	0

ii.	Directors & Relatives	0	0	0	0	0	0	0	0	0
iii.	Clearing Member	0	0	0	0	0	0	0	0	0
iv.	Trust	0	0	0	0	0	0	0	0	0
v.	Foreign Nationals	0	0	0	0	0	0	0	0	0
vi.	HUF	354200	0	354200	6.16	354200	0	354200	6.16	0
	Sub-Total (B)(2)	561400	3025380	3586780	62.38	565700	3021080	3586780	62.38	0
(B)	Total Public Shareholding (B)=(B)(1)+(B)(2)	561400	3025380	3586780	62.38	565700	3021080	3586780	62.38	0
	TOTAL (A)+(B)	2678220	3071480	5749700	100	2682520	3067180	5749700	100	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
2	Public	0	0	0	0	0	0	0	0	0
	Sub-Total (C)	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	2678220	3071480	5749700	100	2682520	3067180	5749700	100	0

(ii) Shareholding of Promoters and Promoter Group

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held 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	Alka Jain	491430	8.55	0	491430	8.55	0	0
2	Gyan Chand Jain	475330	8.27	0	475330	8.27	0	0
3	Ankur Jain	535800	9.32	0	535800	9.32	0	0
4	Mascot Fashion Pvt. Ltd.	628234	10.93	0	628234	10.93	0	0
5	Ashok Jain	2500	0.04	0	2500	0.04	0	0
6	Avinash Jain	2100	0.04	0	2100	0.04	0	0
7	Bansi Lal Jain	3000	0.05	0	3000	0.05	0	0
8	Bhag Chand Jain	2500	0.04	0	2500	0.04	0	0
9	Chain Raj Meena	2500	0.04	0	2500	0.04	0	0
10	G L Sharma	2500	0.04	0	2500	0.04	0	0
11	Lal Chand Jain	1000	0.02	0	1000	0.02	0	0
12	Mahaveer Prasad	2500	0.04	0	2500	0.04	0	0
13	Mahendra Kumar	2500	0.04	0	2500	0.04	0	0
14	Manju Devi	2500	0.04	0	2500	0.04	0	0
15	Padam Chand	2500	0.04	0	2500	0.04	0	0
16	Prem Chand	5000	0.09	0	5000	0.09	0	0
17	Sanju Devi	2500	0.04	0	2500	0.04	0	0
18	Sushila Devi	2500	0.04	0	2500	0.04	0	0
	Total	2162794	37.62	0	2162794	37.62	0	0

(iii) Change in Promoter Group Shareholding (please specify, if there is no change)- NO CHANGE

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

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

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	PRIYANSHI KHETAN	0	0.00	165560	2.88
	At the end of the year	0	0.00		
2	JAYA MODI	0	0.00	116875	2.03
	At the end of the year	0	0.00		
3	SWAYAM MODI	0	0.00	110000	1.91
	At the end of the year	0	0.00		
4	MAHESH SHARMA	0	0.00	206100	3.58
	At the end of the year	0	0.00		
5	Triza Jain	628235	10.67	613635	10.67
	At the end of the year	628235	10.67		
6	RAMPUKAR MAURYA	0	0.00	209400	3.64
	At the end of the year	0	0.00		
7	Vipul Dusad	192630	3.35	192630	3.35
	At the end of the year	192630	3.35		
8	Nidhi Dusad	99390	1.73	99390	1.73
	At the end of the year	99390	1.73		
9	Libord Finance Limited	79100	1.38	79100	1.38
	At the end of the year	79100	1.38		
10	Hiro D Uttamchandani	50000	0.87	50000	0.87
	At the end of the year	50000	0.87		

(v) Shareholding of Directors and Key Managerial Personnel

S. No.	Name of the Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Gyan Chand Jain	475330	8.27	475330	8.27
2	Mrs. Alka Jain	491430	8.55	491430	8.55
3	Mr. Ankur Jain	535800	9.32	535800	9.32

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis as required under Regulation 34 of the SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

Business Outlook

The company is presently engaged in agency business of synthetic fabrics. The Company is trying to expand its business into export of fabrics and other related material where the company sees a lot of opportunities. The Company hopes to achieve good results in this line looking to the acceptance of Indian products in global market. Presently the company is doing agency business of fabrics.

Opportunities and Threats

The opening of the international market has thrown a host of opportunities with unique set of challenges. The dismantling of quota system has given an added advantage and huge opportunity to India as compared to other countries including China. This is especially because viscose fiber is available in abundant quantity in India as compared to other countries. Thus, in India new designs can be introduced faster allowing Indian manufacturers to cater to the larger section of the people with a variety of color choices and designs which is not feasible for the Chinese manufacturers. This is one of the reasons that the Indian fabrics, particularly viscose suiting dominates the market as compared to the Chinese fabrics. India, therefore, has a massive edge compared to China in viscose polyester fabrics.

Internal Control System

The company had the internal audit and control system to ensure that all transactions are authorised, recorded and reported correctly. The internal control system consists of comprehensive internal and external audits. The company has an Audit Committee of three directors of the company. The Audit Committee reviews the adequacy of internal control systems and findings of internal audit are followed by the company to improve the system. Moreover, the Annual Financial Results of the company were reviewed and recommended by the Audit Committee for consideration and approval of the Board of Directors. The Audit Committee met six times during the year ended 31st March 2019.

Financial Review and Analysis

(a) Share Capital

The authorised share capital of the company is Rs. 7,00,00,000/- comprising of 70,00,000 equity shares of Rs. 10/- each. The paid-up capital of the Company is Rs. 5,74,97,000/-. There was no change in the paid-up share capital and authorized capital of the Company.

(b) Loan funds

No secured loan is outstanding at the year end.

(c) Current Assets

At the end of the current period, Current Assets of the Company as on 31.03.2019 were Rs. 3,53,35,884/- and as on 31.03.2018 were Rs. 3,69,12,935/-.

(d) Sales

During the year under review the Company has earned an income of Rs. Nil as on 31.03.2019 as compared to Rs. 19,77,710/- as on 31.03.2018.

Human Resource Management

Human resources are a valuable asset for any organization. However, due to small business activities, the Company has only one employee and giving emphasis to upgrade the skills of its human resources. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include cyclical changes and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

On behalf of the Board of Directors

**Gyanchand Jain
Managing Director**

Mumbai, 04th September 2019

CORPORATE GOVERNANCE REPORT

Your Company consistently followed the principles of good corporate governance and strives to enhance stakeholders' relationship, while upholding core values of integrity, transparency, fairness, responsibility and accountability. Your company, in line with the above, has taken various initiatives to further strengthen the corporate governance practices and adopted various codes / policies, pursuant to Companies Act, 2013 ('the Act') and Schedule V of the SEBI (LODR) Regulations, 2015.

CODE OF CONDUCT

The Company has laid down a Code of Conduct ('Code') for the Board of Directors of the Company. The Company has also adopted a Code of Conduct for Independent Directors as prescribed under Schedule IV of the Act.

The Code aims at ensuring consistent standard of conduct and ethical business practices across the company. All the board members have affirmed compliance with this Code. A declaration signed by the Managing Director to this effect is attached at the end of this report. This Code has also been posted on the website of the Company.

ESTABLISHMENT OF WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has established a Whistle Blower Policy/ Vigil Mechanism. This policy aims to provide an avenue for Directors and employees to raise genuine concerns of any violations of legal regulatory requirements, actual or suspected fraud or violation of the Company's Code of Conduct and ethical business practices. This policy inter-alia provides direct access to a whistle blower to the Chairman of the Audit Committee.

COMPOSITION OF THE BOARD

The composition of the Board of Directors ('the Board') is in conformity with Regulation 17 of the SEBI (LODR) Regulations, 2015, as amended from time to time. At present, the Board consists of six (6) directors including one Woman Director. The number of Independent Directors is more than one-third of the total number of directors. None of the directors on the Board is a member of more than 10 Committees and /or Chairman of more than 5 Committees across all the companies in which he /she is a director.

The information on composition of the Board, category and their directorship /committee membership across all the public limited companies in which they are directors, as on 31st March 2019 is as under:

Name of Director	Category	No. of Directorship	Committees	
			Membership	Chairmanship
Mr. Gyan Chand Jain	Executive (M.D)	1	Nil	Nil
Mr. Ankur Jain	Non-Executive	2	1	Nil
Mrs. Alka Jain	Non-Executive	2	Nil	Nil
Mr. Ram Prakash Agarwal	Independent	1	3	3
Mr. Kailash Chand Dusad	Independent	1	3	Nil
Mr. Jitendra Bansal	Independent	1	2	Nil

* In accordance with Regulation 26 of the SEBI (LODR) Regulations, 2015, membership and chairmanship of only Audit Committees and Shareholders' Relationship Committees in all public companies are considered.

The details of shares held by the Directors in the Company as on 31st March 2019 are as follows:

Name of Director	No. of shares held
Mr. Gyan Chand Jain	471230
Mr. Ankur Jain	535800
Mrs. Alka Jain	491430
Mr. R.P Agarwal	0
Mr. Kailash Chand	0
Mr. Jitendra Bansal	0

BOARD MEETINGS

During the year under review, 5 Board meetings were held on 28th May, 2018, 14th August 2018, 07th September 2018, 10th November 2018 and 12th February 2019. The gap between two meetings did not exceed 120 days. The 25th Annual General Meeting of the company was held on 29th September 2018.

The attendance of Directors at the above-Board Meetings and AGM is as under:

Name of Director	No. of Board Meeting		AGM
	Held	Attended	
Mr. Gyan Chand Jain	5	5	YES
Mr. Ankur Jain	5	5	YES
Mrs. Alka Jain	5	5	YES
Mr. R.P Agarwal	5	5	YES
Mr. Kailash Chand	5	5	NO
Mr. Jitendra Bansal	5	5	YES

AUDIT COMMITTEE

The Audit Committee of the company comprises of the three (3) Directors and all are Independent Directors. Mr. R.P. Agarwal, Chairman of the Committee is an Independent Director. All the Members of the Committee possess accounting and financial management expertise. The Chairman of the Committee was present at the AGM held on 29th September 2018. During the year under review, 4 meetings were held The gap between two meetings did not exceed 120 days.

The composition of the Audit Committee and the attendance of the members at the above meetings is as under:

Name of Director	Designation	No. of Board Meeting	
		Held	Attended
Mr. R.P Agarwal	Chairman	4	4
Mr. Kailash Chand	Member	4	4
Mr. Jitendra Bansal	Member	4	4

TERMS OF REFERENCE

The Terms of Reference as reviewed from time to time by the Board and the Committee has been mandated to comply with the requirements of Regulation 18 of the SEBI (LODR) Regulations, 2015 and the provisions of Section 177 of the Companies Act, 2013.

Powers of the Audit Committee

- To investigate any activity within its term 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 Audit Committee *inter-alia* includes the following:

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity.
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to;
 - (a) Matters required to be included in the director's 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 judgements by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with the listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - (6) Reviewing, with the management, the statement of users/ 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 utilization of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
 - (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;
 - (8) Approval of any subsequent modification of transactions of the listed entity with related parties;
 - (9) Scrutiny of inter-corporate loans and investments;
 - (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - (11) Evaluation of internal financial controls and risk management systems;
 - (12) Reviewing, with the management, performance of statutory and internal auditors
 - (13) 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;
 - (14) Discussion with internal auditors of any significant findings and follow up thereon;
 - (15) 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 systems of a material nature and reporting the matter to the board;
 - (16) Discussion with 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;
 - (17) To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (18) To review the functioning of the whistle blower mechanism;
 - (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Reviewing of following information:

- Management Discussion and Analysis of financial condition and results of operations.
- Statement of related party transactions submitted by the management.
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to the review by the audit committee.
- Statement of deviations:
 quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

NOMINATION AND REMUNERATION COMMITTEE

The Company in order to fulfill the requirement of Section 178 of Companies Act, 2013 has constituted a Nomination and Remuneration Committee consisting of 2 Independent Directors and 1 Non-Executive Director, Mr. Ankur Jain. Since the operations of the Company are very limited therefore the Company may not be appointing any person either as a Director or as senior management personnel, no guidelines are framed. However, as and when there will be a need for appointment of director or senior management personnel, proper guidelines will be framed. Since the company is not paying any remuneration to the directors or senior management staff, there was no need to hold any meeting of the Committee and no information is to be given.

SHAREHOLDERS' GRIEVANCE COMMITTEE

The Committee comprises of Mr. R.P. Agarwal, Chairman of the Committee, Mr. Kailash Chand and Mr. Jitendra Bansal, Independent Directors of the Company, being the other members of the Committee.

The information regarding the composition of Shareholders' Grievance Committee, number of meetings attended by the members of the Shareholders' Grievance Committee are as under:

Name of the Director	Designation	Held	Attended
Mr. R. P. Agarwal	Chairman	4	4
Mr. Kailash Chand	Member	4	4
Mr. Jitendra Bansal	Member	4	4

There were 4 meetings held during the year on 21st April 2016, 18th July 2016, 17th October 2016 and 13th January 2017.

Terms of Reference of the Committee:

- To determine on behalf of Board, the Company’s Policy on serving the stakeholders in the line with best corporate governance norms;
- To periodically review Stakeholder’s Grievance Mechanism of the company;
- To review and redress stakeholders’ grievances regarding allotment of securities, non-receipt of dividend etc. and other allied matters;
- To consider the share transfer request, transmission request, split request, consolidation request and demat request and approve and/or reject the same;
- The Committee reviewed the shareholders’ grievances, their redressal and the share transfers for the year and expressed satisfaction with the same that there is no pending grievance of any investor against the company.
- The Committee is also authorised to:
 - i. Investigate any activity within its terms of reference;
 - ii. Seek any information from any employee of the Company;
 - iii. Obtain outside legal or independent professional advice. Such advisors may attend meetings if necessary, and
 - iv. Incur such reasonable expenditure, as it deems fit.

COMPLIANCE OFFICER

Mr. Gyan Chand Jain, has acted as the Compliance Officer of the Company, during the year under review.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company’s Code of Conduct for Prevention of Insider Trading as approved by the Board of Directors, inter-alia, prohibits dealing in the securities of the company by the Directors and certain employees while in possession of unpublished price sensitive information in relation to the company. The same is available on the Company’s Website.

INDEPENDENT DIRECTORS’ MEETING

During the year under review, a separate meeting of the Independent Directors was held on 12th February 2019 and the attendance of the Independent Directors at the above Meeting is as under:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. R.P Agarwal	1	1
Mr. Kailash Chand	1	1
Mr. Jitendra Bansal	1	1

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The provisions of Section 135 of Companies Act, 2013 are not applicable to the Company, as the Company neither has a Net worth of Rs. 500 crores nor a turnover of Rs. 1000 crores or a net profit of Rs. 5 crores, therefore no Committee was constituted.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee comprises of Mr. Gyanchand Jain and Mr. Ankur Jain. During the year under review, one meeting of the Committee was held on 12th February 2019. The meeting was attended by both the members.

The Committee functions in accordance with the Terms of Reference as specified under the Listing Agreement and as may be specified by the Board from time to time, which *inter alia* includes implementing and monitoring of Risk Management Plan and Policy of the Company. The Committee's constitution meets with the requirement of Regulation 21 of the SEBI (LODR) Regulations, 2015.

RISK MANAGEMENT

The Company has a well-defined risk management framework in place, which provides an integrated approach for identifying, assessing, mitigating, monitoring and reporting of all risks associated with the business of the Company. The Audit Committee / Board of Directors periodically review the risk assessment and minimization procedure and ensure that the Executive Management controls risk through means of a properly defined framework. The risk management framework adopted by the Company is discussed in detail in Management Discussion and Analysis forming part of Annual Report.

DISCLOSURES

Related party transactions

During the year under review, there were no related party transactions which require reporting.

Disclosure of Accounting Treatment

During the year under review, the Company followed the Accounting Standards laid down by the Companies (Accounting Standards) Rules, 2006, in the preparation of its financial statements.

Management

A Management Discussion and Analysis (MDA) forms part of the Annual Report.

All the members of the Senior Management have confirmed to the Board that there are no material, financial and /or commercial transactions

between them and the Company, which could have any potential conflict of interest with the Company at large.

CEO/CFO Certification

As required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the Managing Director of the Company has certified to the Board regarding the financial statements for the year ended 31st March 2019.

GENERAL BODY MEETINGS

Annual General Meeting

The details of Annual General Meetings held in the last 3 years are given below:

Year	Date & Time of AGM	Venue
2015-16	30-9-2016 at 12.00 noon	66, Gangwal Park, M.D. Road, Jaipur
2016-2017	28-9-2017 at 2.00 p.m	HOTEL SHIVA'S ROYAL, SINDHI CAMP, JAIPUR
2017-2018	29-9-2018 at 2.00 p.m	HOTEL SHIVA'S ROYAL, SINDHI CAMP, JAIPUR

MEANS OF COMMUNICATION

The Company informs its unaudited as well as audited Financial Results to the stock exchanges, as soon as these are taken on record/ approved by the Board. The Financial Results are displayed on the company's website www.rscltd.in. The Annual Report, quarterly Results and Shareholding pattern of the company are also posted by the BSE and DSE on their website.

General Shareholder's Information:

Date, Time and Venue of the 26th AGM:

25th September 2019, Wednesday at 11.00 a.m. at Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road Jaipur RJ 302013.

Financial Year:

The financial year covers the period from April 1st of every year to March 31st of the next year.

Dividend

No dividend being recommended by the Board of Directors during the year.

Listing of Equity Shares in Stock Exchange

Bombay Stock Exchange.

Demat ISIN exchange number in NSDL & CDSL for equity shares

ISIN No. INE015F01019

Corporate Identification Number (CIN)

The Company's CIN as allotted by the Ministry of Corporate Affairs is L17124RJ1993PLC007136.

Stock Exchange Code

Shares/ Debentures	ISIN No.	BSE Scrip Code.
Equity	INE015F01019	530179

Listing Fees

Listing fees, as prescribed, has been paid to Bombay Stock Exchanges, where the securities of the Company are listed.

Stock performance

The Company has no trading during the year under review, therefore no data can be provided.

Share Transfer System

Shares sent for transfer in physical form are registered and returned within a period of thirty days from the date of receipt of the documents, provided the documents are valid and complete in all respects.

With a view to expedite the process of share transfers, necessary authority has been delegated to the Share Transfer Committee to approve the transfer of equity shares of the Company. The Share Transfer Committee and Stake Holder's Relationship Committee have met during the year under review, as and when required to consider the transfer proposals and attend to investors' grievances.

Dematerialization of shares

48.09% of the Equity Shares of the Company have been dematerialized as on March 31, 2019. The Company has entered into agreements with National Securities Depository Services (India) Limited (NSDL) and Central Depository Services Limited (CDSL) whereby the shareholders have an option to dematerialize their shares with either of the Depositories. Entire shareholding of the promoters and promoter group is in dematerialised form.

(a)	Dematerialization of shares	
	Number of Shares dematerialized	2764820
	% of Shares dematerialized	48.09%
	Shares held with NSDL	2616091
	Shares held with CDSL	148729
(b)	Shares in physical mode	2984880
	% of shares in physical mode	51.91%

Shareholding Pattern as on 31st March 2019.

S. No.	Category	No. of Shareholders	No. of Shares	% of Total
1	Promoter and promoter group	9	2138194	37.19
2	NRI	28	73500	1.278
3	Resident individual	2860	3444822	59.91
4	Bodies Corporate	14	93184	1.621
	Total	2911	5749700	100

Registered Office

Plot No. 30, Sangam Colony,
Opposite VKI Road No. 14,
Sikar Road Jaipur 302013
Phone: 093245-41587
E-mail: gyanrtl@hotmail.com

Registrar and Share Transfer Agent

Alankit Assignments Ltd.
Alankit House, 2E/21
Jhandewalan Extn.
New Delhi-110055
Tel:(011) 4254 1234/23541234

Compliance Certificate of the Auditors

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in in the Listing Agreement with the Stock Exchanges and the same is annexed to the Directors' Report.

Non-Mandatory Requirements

The Company at present has not adopted the non-mandatory requirements in regard to sending half yearly Financial Results to the shareholders at the residence.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

**To
The Members of
RSC International Ltd.**

We have examined the compliance of conditions of Corporate Governance by RSC International Ltd. for the financial year ended 31st March 2019 as stipulated by Regulation 34 and Schedule (V) (E) of the SEBI (LODR) Regulations, 2015, with the relevant records and documents maintained by the Company and furnished to me and the report of Corporate Governance as approved by the Board of Directors.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the provisions relating to 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 explanation given to us, we certify that the Company has complied in all material aspects with the conditions of Corporate Governance as stipulated in the above mentioned New Listing Regulations, subject to the following:

1. The management has confirmed that quarterly results were submitted to BSE immediately after its approval by Board of Directors and same were uploaded to the Company's website. BSE website has also displayed the same. Due to lack of profits, the Company has not published the same in newspapers.
2. The management has informed that inspite of efforts, they were unable to find any Company Secretary for appointment. However, the Company has retained services of qualified professional for assisting the Company to comply with the requirement of Companies Act, 2013 and the Listing Agreement.
3. The management has informed that due to small business and low profitability, the Company has not appointed CFO and the entire function of funds management is looked after by the Managing Director of the Company.

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

Place: Mumbai
Date: 04th September 2019

R. K. Mehta & Associates
Frno. No. 106291W

DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

To

The Members of
RSC International Ltd.

I, hereby declare that the Directors of the Company have affirmed in writing, their compliances with the Company's Code of Conduct, during the year ended 31st March 2019.

Place: Mumbai
Date: 04th September 2019

For: RSC International Ltd.

Ghyanchand Jain
Managing Director

Certificate by Managing Director

I, Gyan Chand Jain, Managing Director of RSC International Limited, do hereby certify:

1. That we have reviewed the financial statements and the Cash Flow Statement for the year ended 31st March 2019 and that to the best of our knowledge and belief.
 - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - These statements present a true and fair view of the company's state of affairs and are in compliance with the existing accounting standards, applicable law and Regulations.
2. That there are to the best of our knowledge and belief no transactions entered into by the company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take to rectify the identified deficiencies and;

4. That we have informed the auditors and the Audit Committee of;
- Significant changes in the internal control during the year.
 - Significant changes in accounting policies during the year and that the same 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 of and employee having significant role in the company's internal control system.

Place: Mumbai

Date: 04th September 2019

**Ghyanchand Jain.
Managing Director**

INDEPENDENT AUDITORS' REPORT

To the Members of RSC International Limited

Report on the Financial Statements

We have audited the accompanying Ind AS financial statements of RSC International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 the preparation of these financial statements to give a true and fair view of the 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 of 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 financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made thereunder including 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 and the Order under Section 143 (11) of the Act. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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 the 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at March 31, 2019, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 purposes of our audit.
- (b) 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 accounts.
- (d) In our opinion, the aforesaid Ind AS 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) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 A"), our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting. .
- (g) 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) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has no pending litigations as at March 31, 2019;
 - ii. The Company has no long-term contracts including derivative contracts as at March 31, 2019;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2019.

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Mumbai

Date: 27th May 2019

For R.K.Mehta & Associates
Chartered Accountant
FRN 106291W

Suresh Mehta- Partner
M. No 42524

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading of 'Reporting on other Legal and Regulatory Requirements' of our report of even date)

1. The company does not own any plant, property & equipment during the said reporting year.
2. The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed by the management.
3. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the said reporting year.
4. The company has no loans, investments, guarantees, and security covered under section 185 and 186 of the Companies Act, 2013 during the said reporting year.
5. The company has not accepted any deposits, as per the provisions of the Companies Act, 2013 and the rules framed thereunder.
6. The responsibility to maintain cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7.
 - a. The company is regular in depositing undisputed statutory dues including income-tax, GST, cess and any other statutory dues to the appropriate authorities. As on the last day of the said reporting year there are no arrears of outstanding statutory dues concerned for a period of more than six months from the date they became payable.
 - b. No dues of income tax or GST or duty of customs or duty of excise or value added tax have been disputed.
8. The company has not availed any loan or borrowing from any financial institution, bank, Government or debenture holders, hence no default in repayment arises.

9. During the said reporting year the company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans.
10. No kind of fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the said reporting year.
11. No managerial remuneration has been paid or provided during the said reporting year.
12. The company is not a Nidhi company.
13. There is no transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the said reporting year.
15. The company has not entered into any non-cash transactions with directors or persons connected with him during the said reporting period.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Mumbai
Date: 27th May 2019

For R.K.Mehta & Associates
Chartered Accountant
FRN 106291W

Suresh Mehta - Partner
M. No 42524

RSC INTERNATIONAL LIMITED
BALANCE SHEET AS AT 31st MARCH 2019

	Note No.	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
<u>1) Non Current Assets</u>			
a) Property, Plant & Equipment		-	-
b) Capital Work in progress		-	-
c) Other Intangible Assets		-	-
d) Intangible Assets under development		-	-
e) Financial Assets:			
i) Investments	4	1,503,000	1,503,000
ii) Loans		-	-
iii) Other Financial Assets		-	-
f) Non - Current tax Assets (Net)	5	104,575	104,575
g) Other Non Current Assets		-	-
		1,607,575	1,607,575
<u>2) Current Assets</u>			
a) Inventories		2,737,404	2,737,404
b) Financials Assets		-	-
i) Trade Receivables	6	32,538,755	33,963,815
ii) Cash and Cash Equivalents	7	59,725	211,716
iii) Bank Balance other than (ii)		-	-
iv) Other Financials Assets		-	-
c) Other Current Assets		-	-
		35,335,884	36,912,935
TOTAL ASSETS		36,943,459	38,520,510
II. EQUITY AND LIABILITIES			
<u>EQUITY</u>			
a) Equity Share Capital	8	52,729,000	52,729,000
b) Reserve and Surplus	9	-17,729,629	-16,170,782
TOTAL EQUITY		34,999,371	36,558,218
<u>LIABILITIES</u>			
<u>1) Non current liabilities</u>			
a) Financial Liabilities			
i) Borrowings		-	-
ii) Other Financial liabilities		-	-
b) Provisions		-	-
c) Deferred Tax Liabilities (Net)		-	-
<u>2) Current Liabilities</u>			
a) Financial Liabilities			
i) Borrowings		-	-
ii) Trade Payables	10	1,882,952	1,912,975
iii) Other Financial liabilities		-	-
b) Other current liabilities	11	45,000	33,182
c) Provisions		-	-
d) Current tax Liabilities (Net)	12	16,136	16,136
TOTAL LIABILITIES		1,944,088	1,962,293
TOTAL EQUITY AND LIABILITIES		36,943,459	38,520,510
The accompanying notes are an integral part of these Ind AS financial statements			
As per our report of even date attached			
For R. K. Mehta & Associates		For and on behalf of Board	
Chartered Accountants			
FRN 106291W			
Suresh Mehta-Partner		G.C.Jain	Ankur Jain
MRN: 042524		Director	Director
		DIN 00498094	DIN 01129847
Place: Mumbai			
Date: 27th May, 2019			

RSC INTERNATIONAL LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2019

	Note No.	As at 31st March 2019	As at 31st March 2018
INCOME			
Revenue from operations	13	-	2,239,505
Other Income	14	-	50
TOTAL INCOME		-	2,239,555
EXPENSES			
Cost of material consumed	15	-	4,432,584
Changes in inventories of finished goods and work in progress	16	-	-2,737,404
Employee benefit expenses	17	621,862	193,625
Finance Cost		-	-
Depreciation and Amortization Expenses		-	-
Other Expenses	18	936,985	667,750
TOTAL EXPENSES		1,558,847	2,556,554
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		-1,558,847	-316,999
Exceptional Items		-	-
PROFIT BEFORE TAX		-1,558,847	-316,999
Tax Expenses		-	-
Current Tax		-	-
Less: MAT Credit entitlement		-	-
Deferred Tax		-	-
PROFIT AFTER TAX		-1,558,847	-316,999
Other Comprehensive Income			
a) Items that will not be reclassified to profit and loss		-	-
b) Income tax relating to items that will not be reclassified to profit and loss		-	-
TOTAL COMPREHENSIVE INCOME		-1,558,847	-316,999
Earnings per equity share:			
(Face value of Rs 10/- each)			
Basic		-0	-0
The accompanying notes are an integral part of these Ind AS financial statements			
As per our report of even date attached			
For R. K. Mehta & Associates		For and on behalf of Board	
Chartered Accountants			
FRN 106291W			
Suresh Mehta-Partner		G.C.Jain	Ankur Jain
MRN: 042524		Director	Director
		DIN 00498094	DIN 01129847

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A. EQUITY SHARE CAPITAL

Equity share capital of Rs 10/- each, issued subscribed and fully paid up

(In Rs.)

	Number of Shares	Amount
As at 1st April, 2017	5,749,700	57,497,000
Change in share capital during the year	-	-
Balance as at 31st March 2018	5,749,700	57,497,000
Change in share capital during the year	-	-
Balance as at 31st March 2019	5,749,700	57,497,000

B. OTHER EQUITY

Particulars	Reserve and Surplus					Other Comprehen- sive Income	Total
	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings		
Balance as at 1st April, 2017	2,500,000	-	-	-	-18,353,783	-	-15,853,783
Profit for the year	-	-	-	-	-316,999	-	-316,999
Balance As at 31st March, 2018	2,500,000	-	-	-	-18,670,782	-	-16,170,782
Profit for the year	-	-	-	-	-1,558,847	-	-1,558,847
Balance As at 31st March, 2019	2,500,000	-	-	-	-20,229,629	-	-17,729,629

The accompanying notes are an integral part of these Ind AS financial statements.

Statement of Cash Flows for the year ended 31st March, 2019

(In Rs)

			For the year ended March 31, 2019	For the year ended March 31, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax			(1,558,847)	(316,999)
Adjustments:				
Depreciation Expense			-	-
Finance Cost			-	-
Operating profit before working capital changes			(1,558,847)	(316,999)
(Increase) in Trade receivables			1,425,060	1,579,851
(Increase) in Inventories			-	(2,737,404)
Increase in Trade Payables			(30,023)	1,617,918
Increase in Current liabilities and Provisions			11,818	(72,520)
Cash generated from operations			(151,991)	70,845
Direct taxes paid			-	-
Net cash from operating activities		"A"	(151,991)	70,845
B. CASH FLOW FROM INVESTING ACTIVITIES				
Non-Current Investments			-	15,997
Net cash from investing activities		"B"	-	15,997
C. CASH FLOW FROM FINANCING ACTIVITIES				
Net cash from financing activities		"C"	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)			(151,991)	86,842
CASH AND CASH EQUIVALENTS				
Opening cash & cash equivalents			211,716	124,874
Closing cash & cash equivalents			59,725	211,716
			(151,991)	86,842
Note: 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.				
As per our report of even date attached				
For R. K. Mehta & Associates			For and on behalf of Board	
Chartered Accountants				
FRN 106291W				
Suresh Mehta-Partner			G.C.Jain	Ankur Jain
MRN: 042524			Director	Director
			DIN: 00498094	DIN : 01129847
Place: Mumbai				

Notes of IND AS Financial Statements

	As at 31/03/2019	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
4. NON-CURRENT INVESTMENTS				
(a) Other Investments - unquoted	-	-	-	-
NSC	3,000	3,000	3,000	3,000
1,50,000 equity shaes of Rs. 10/-each of Ratnagiri (India) Ltd.	1,500,000	1,500,000	1,500,000	1,500,000
	1,503,000	1,503,000	1,503,000	1,503,000

	As at 31/03/2019	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
5. NON - CURRENT TAX ASSETS (NET)				
Income Tax (TDS)	104,575	104,575	120,572	102,661
	104,575	104,575	120,572	102,661

	As at 31/03/2019	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
6. TRADE RECEIVABLES				
(unsecured and considered good)				
Debts overdue for a period exceeding six months	32,538,755	33,963,815	35,543,666	36,731,776
	32,538,755	33,963,815	35,543,666	36,731,776

	As at 31/03/2019	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
7. CASH & CASH EQUIVALENTS				
(a) Balance with bank				
In Current accounts	44,775	146,464	27,099	17,842
(b) Cash-in-hand	14,950	65,252	97,775	40,376
	59,725	211,716	124,874	58,218

	As at 31/03/2019	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
8. EQUITY SHARE CAPITAL				
AUTHORISED				
70,00,000 Equity Shares of Rs. 10/- each	70,000,000	70,000,000	70,000,000	70,000,000
	70,000,000	70,000,000	70,000,000	70,000,000
ISSUED				
57,49,700 Equity Shares of Rs.10/- each	57,497,000	57,497,000	57,497,000	57,497,000
	57,497,000	57,497,000	57,497,000	57,497,000
SUBSCRIBED & FULLY PAID UP				
57,49,700 Equity Shares of Rs.10/- each	57,497,000	57,497,000	57,497,000	57,497,000
Less: Call in Arrears	4,768,000	4,768,000	4,768,000	4,768,000
	52,729,000	52,729,000	52,729,000	52,729,000

a. Reconciliation of equity shares outstanding at the beginning and at the end if the reporting period				
	As at 31/03/2019	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
Equity Shares				
Balance at the beginning of the year	5,749,700	5,749,700	5,749,700	5,749,700
Issued during the year	-	-	-	-
Balance at the end of the year	5,749,700	5,749,700	5,749,700	5,749,700

b. Details of shareholders holding more than 5% shares in the company				
Name of share holder	As on 31.03.2019		As on 31.03.2018	
	Number of Shares	% of holding	Number of Shares	% of holding
Mascot Fashions P. Ltd.	628,360	10.93	628,360	10.93
Ankur Jain	535,800	9.32	535,800	9.32
Alpine Overseas	354,200	6.16	354,200	6.16
Gyan Chand Jain	471,230	8.19	471,230	8.19
Alka Jain	491,430	8.54	491,430	8.54
Triza Jain	0	0.00	613,635	10.67

	As at 31/03/2019	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
9. Reserve and Surplus				
A. Reserve and Surplus				
(a) Capital Reserve (Subsidy)	2,500,000	2,500,000	2,500,000	2,500,000
(b) Retained Earnings:				
Opening Balance	-18,670,782	-18,353,783	-18,417,544	-18,489,175
Add : Profit (Loss) for the year	-1,558,847	-316,999	63,761	71,631
	-20,229,629	-18,670,782	-18,353,783	-18,417,544
Total Reserves & Surplus	-17,729,629	-16,170,782	-15,853,783	-15,917,544

	As at	As at	As at	As at
10. TRADE PAYABLES	31/03/2019	31/03/2018	31/03/2017	01/04/2016
Micro, Small & Medium Enterprises		-	-	-
Others	1,882,952	1,912,975	295,057	1,501,834
	1,882,952	1,912,975	295,057	1,501,834

	As at	As at	As at	As at
11. OTHER CURRENT LIABILITIES	31/03/2019	31/03/2018	31/03/2017	01/04/2016
(a) TDS Payable	14,400	8,182	182	182
(b) Audit fees payable	30,600	25,000	70,000	45,000
	45,000	33,182	70,182	45,182

	As at	As at	As at	As at
12. CURRENT TAX LIABILITIES (NET)	31/03/2019	31/03/2018	31/03/2017	01/04/2016
(a) Income Tax - MAT	16,136	16,136	51,656	37,183
	16,136	16,136	51,656	37,183

Notes of IND AS Financial Statements

	As at	As at
	31/03/2019	31/03/2018
13. REVENUE FROM OPERATIONS		
Sale of Products	0	1,977,710
Commission /Supervision charges	0	261,795
	0	2,239,505

	As at	As at
	31/03/2019	31/03/2018
14. OTHER INCOME		
Interest	0	50
	0	50

	As at	As at
	31/03/2019	31/03/2018
15. COST OF MATERIAL CONSUMED		
Purchases	0	4,432,584
	0	4,432,584

	As at	As at
	31/03/2019	31/03/2018
16. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS		
Closing Inventories		
- Finished Goods	2,737,404	2,737,404
Opening Inventories		
- Finished Goods	2,737,404	0
	0	-2,737,404

	As at	As at
	31/03/2019	31/03/2018
17. EMPLOYEE BENEFIT EXPENSES		
Salary	599,070	193,625
Bonus	22,792	0
	621,862	193,625

	As at	As at
	31/03/2019	31/03/2018
18. OTHER EXPENSES		
Listing Fees	295000	287,790
Legal & Professional Charges	202800	66,000
Rent	60000	60,000
Goods & Services Tax	20412	59,321
Depository Expense	64900	55,070
Travelling Expense	24690	49,596
Statutory Audit Fees	35000	30,000
Secetrial Audit Fee	0	20,000
Printing & Stationery	72618	18,410
Accounting Fees	0	12,000
General Expense	11505	4,350
Advertising	14400	3,600
Bank Charges	900	1,253
Office Expenses		360
Registration & Filing Fee	13649	-
Discount	98	-
Maintenance Charges	14600	-
Postage & Courier Charges	97213	-
Website Expenses	9200	-
	936,985	667,750

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS OF AND FOR THE
YEAR ENDED MARCH 31, 2017**

**GENERAL INFORMATION AND STATEMENT OF SIGNIFICANT ACCOUNTING
POLICIES**

NOTE 1. COMPANY OVERVIEW

RSC International Ltd. ('the Company') is engaged in sale supervision services, Trading in fabrics and related material to business houses related to fabrics and trading in fabrics.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Statement of Compliance

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS").

2.2 Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and presentation requirements of Schedule III to the Act under the historical cost convention on the accrual basis. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in

the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Income taxes: The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

2.4 Operating Cycle and Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013.

An asset is treated as current when it (a) Expected to be realised or intended to be sold or consumed in normal operating cycle; (b) Held primarily for the purpose of trading; or (c) Expected to be realised within twelve months after the reporting period, or (d) The asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when (a) It is expected to be settled in normal operating cycle; or (b) It is held primarily for the purpose of trading; or (c) It is due to be settled within twelve months after the reporting period, or (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, results in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

2.5 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is

measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment inclusive of excise duty and net of returns, trade allowances, rebates, taxes and amounts collected on behalf of third parties and government.

Sale of Goods: Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Commission income: Commission income is accrued on a time basis and company is not exposed to the inventory risks, customer's credit risks and latitude in establishing prices,

2.6 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.7 Inventories

Inventories are valued at lower of cost on FIFO basis and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.8 Employee Benefits

Employee benefits consist of salary paid to employees.

2.9 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year.

2.10 Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

2.11 Related Parties

Related party disclosure as required by Ind AS -24 issued by Ministry of Corporate Affairs (MCA) are as under:-

(A) List of related parties and their relationship:

- a) Enterprise on which key management personnel and/or their relatives exercise significant influence with whom transactions have taken place during the year.

Mascot Fashions Private Limited

- b) Key Management Personnel

Shri G C Jain – Director

Shri Ankur Jain - Director

Smt. Alka Jain - Director

(B) Transaction with related parties

	For the year ended 31 st March 2019	For the year ended 31 st March 2018
Enterprises:		
Sales	0	19,77,710.00
Purchases	0	44,32,584.00

2.12 Taxation

Current income tax: assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The major components of income tax expense for the year ended March 31, 2019 are indicated below:

a) Statement of profit or loss for the year ended	March 31, 2019	March 31, 2018
Current Tax:		
Current tax on profit for the year	0	0
Charge / (credit) in respect of current tax for the earlier years	0	0
Total	0	0

2.13 Cash Flow

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

For R. K. Mehta & Associates
Chartered Accountant
FRN 106291W

For and on behalf of Board

Suresh Mehta-Partner
MRN:042524

G.C.Jain
Managing Director
00498094

Ankur Jain
Director
01129847

Place: Mumbai

Date: 27th May, 2019

ATTENDANCE SLIP

26th Annual General Meeting to be held on Wednesday the 25th September, 2019 at Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road Jaipur RJ 302013 at 11:00 A.M.

Folio No.	
Dp No	
Client ID	
Name of the Member:	Signature:
Name of the Proxy:	Signature:

I/we hereby record my presence at the 26th Annual General Meeting on Wednesday the 25th September, 2019 at 11:00 A.M. at Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road Jaipur RJ 302013

Member's signature

Proxy's signature

Note: Shareholders/proxies are requested to bring the attendance slip with them. Duplicate slips will not be issued and handed over at the entrance of the Meeting Venue.

FORM NO. MGT- 11

PROXY FORM

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

CIN : L17124RJ1993PLC007136

Name Of The Company : RSC INTERNATIONAL LIMITED

Registered Office : Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road
Jaipur RJ 302013

Name of the Member :

Registered Address :

E- Mail ID :

Folio No. :

DP ID:

I/We, being Member (s) of _____ shares of the above named
Company, hereby appoint

Name:

Address:

E-mail Id:

Signature

or failing him,

Name:

Address:

E-mail Id:

Signature ,

or failing him,

Name:
Address:
E-mail Id:
Signature

Electronic Voting particulars	
EVSN (Electronic Voting Sequence Number)	*Default PAN/Sequence No
190904071	

*Only Members who have not updated their PAN with Company / Depository Participant shall use default PAN / sequence number in the Pan field. Note: Please read the instructions printed to the Notice of 36th Annual General Meeting dated September 25, 2019. The Voting period starts from 9.00 a.m. on Sunday, September 22nd, 2019 and ends at 5.00 p.m. on Tuesday, September 24th, 2019. The voting module shall be disabled by CDSL for voting thereafter.

As my/our proxy to attend & vote (on a poll) for me/us & on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday 25th September, 2019 at 11:00 A.M. at Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road Jaipur RJ 302013 & at any adjournment thereof in respect of any such resolution as are indicated below;-

Resolution No	Description	For	Against
01	Adoption of Annual Accounts and reports thereon for the Financial year ended on 31st March,2019. (Ordinary Resolution)		
02	Appointment of Auditor (Ordinary Resolution)		
03	Appointment of M/s RS and associates as Secretarial Auditor (Ordinary Resolution)		

Date:

Signature of the Shareholder:

Signature of the Proxy holder(s)

AFFIX REVEN UE STAMP

Note:

This form of proxy in order to be effective should be duly completed & deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

A proxy need not be a member of the Company.

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