

# R S C INTERNATIONAL LIMITED

CIN: L17124RJ1993PLC007136

September 04, 2020

To,

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

Dear Sir,


**Sub: Notice of the 27<sup>th</sup> Annual General Meeting of the Company**

Pursuant to provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith a copy of the Notice of 27<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 28, 2020 at 11.00 a.m. through VC/OAVM.

We request you to take the above on your records.

Thanking you,

Yours faithfully,  
For RSC International Limited

  
**Gyan Chand Jain  
Managing Director**



Corporate office: 502, Orchid Plaza ,Natakbara lane, Behind Gokul Shopping Centre, Nr Platform No. 1,  
Borivali West, Mumbai-400092

Regd office: Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road Jaipur – 302013  
Contact No. 8433936101 Email ID: rscinternational@gmail.com

# **RSC INTERNATIONAL LIMITED**

(CIN – L17124RJ1993PLC007136)

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

**Rajasthan**

## **ANNUAL REPORT 2019-2020**

## 27<sup>th</sup> Annual Report

### Board of Directors

**2019-2020**

Shri Gyan Chand Jain  
**Managing Director**

Shri Ankur Gyanchand Jain  
**Director**

Smt. Alka Jain  
**Non Executive Director**

Shri Mr. Subhash Jain  
**Independent Director**

Shri Ankur Gyanchand Jain  
**Chief Financial Officer**

Shri Jitendra Bansal  
**Independent Director**

Shri Vinod Mishra  
**Independent Director**

**Internal Auditor**  
Ashwini Thorat

### AUDITORS DBS & Associates

Chartered Accountant

202, 93 of Poonam Complex, above HDFC Bank,  
Shanti Park, Mira Road East, Thane-401107

### 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](http://www.alankit.com)

### **REGISTERED OFFICE**

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

<b>Sr. No</b>	<b>Content</b>	<b>Page No.</b>
1.	Agm Notice	1-16
2.	Directors Report	17-24
3.	Annexures to the Director's Report	25-42
4.	Management Discussion & Analysis	43-44
5.	Corporate Governance Report	45-58
6.	Auditors Certificate on Corporate Governance	59-60
7.	Declaration on Compliance of Code of Conduct	61-62
8.	Independent auditors Report	63-74
9.	Balance Sheet & Profit & Loss Account	75-81
10.	Notes to Accounts	82-90

## **NOTICE**

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting (AGM) of the Members of RSC INTERNATIONAL LIMITED will be held on Monday September 28, 2020 at 11.00 A.M through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility to transact the following business:

---

### **ORDINARY BUSINESS:**

#### **1) Approval of Audited Financial Statements for financial year ended 31<sup>st</sup> March 2020**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2020 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 to hold office for term of next 5 years 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) Regularization of Mr. Subhash Jain (DIN: 08581079) As Independent Director Of The Company**

**RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, **Mr. Subhash Jain (DIN: 08581079)** , who was appointed as an Additional director on 14.11.2019 by the Board of Directors be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section. 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 14.11.2019”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force}, **Mr. Subhash Jain (DIN: 08581079)** , Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.”

**RESOLVED FURTHER THAT** any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

#### **4) Regularization of Mr. Vinod Mishra (Din: 08581720) As Director of the Company**

**“RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, **Mr. Vinod Mishra (Din: 08581720)** , who was appointed as an Additional director on 14.11.2019 by the Board of Directors be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section. 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 14.11.2019”.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force}, **Mr. Vinod Mishra (Din: 08581720)** , Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.”

**RESOLVED FURTHER THAT** any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

## **5) Shifting of registered office from one Jaipur to Mumbai**

**‘RESOLVED THAT** subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of **Rajasthan to Maharashtra.**

**RESOLVED FURTHER THAT** subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

“II. The Registered Office of the Company will be situated in Mumbai, Maharashtra.”

**‘RESOLVED FURTHER THAT** upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of **Rajasthan to Maharashtra.**

**‘RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Ghyanchand Jain Director of the company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as Mr. Ghyanchand Jain may in his sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

## **6) Write Off Sundry Debtors**

**‘RESOLVED THAT** consent of Board of Directors of the Company be and is hereby given to write off sundry debtors for Rs. 2,70,26,392. It has been discussed and decided that these debtors have remained irrecoverable for a long time in spite of rigorous efforts by the company.

**“RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary and incidental thereto to give effect to this resolution.”

**“RESOLVED FURTHER THAT** any of the Director of the Company, be and is hereby authorised to issue certified true copy of this resolution to any authority or person, as and when required.”

### **7) Approval to enter into Related Party Transactions**

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals-, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board), to enter into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) in ordinary course of business and on arm's length basis with related parties within the meaning of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated explanatory statement annexed to this notice on such terms and conditions as defined in the related party contract.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company”.

By order of the  
Board

(Ghyanchand Jain)  
Director

Place: Jaipur  
Dated: 4th September 2020



## EXPLANATORY STATEMENT

*(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)*

### **Item No. 3.**

Board of Directors of the company through resolution passed in their meeting held on 26<sup>th</sup> November 2019 has appointed **Mr. Subhash Jain (DIN: 08581079)** as Independent Additional Director of the company till the date of the next annual general meeting.

Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of **Mr. Subhash Jain** as Independent Director of the company.

The Board recommends the resolution set forth in item no.3 for the approval of the members.

### **Item No. 4.**

Board of Directors of the company through resolution passed in their meeting held on 26<sup>th</sup> November 2019 has appointed **Mr. Vinod Mishra (Din: 08581720)** as Independent Additional Director of the company till the date of the next annual general meeting.

Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of **Mr. Vinod Mishra (Din: 08581720)** as Independent Director of the company.

The Board recommends the resolution set forth in item no.4 for the approval of the members.

### **Item No. 5.**

As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any city, town or village requires approval of shareholders by way of Special Resolution.

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office to Mumbai, Maharashtra. The proposed location is outside the local limits of Rajasthan and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to Mumbai. None of the Directors or key managerial personnel is concerned or interested in the resolution.

The Directors recommend the approval of the special resolution

**Item No. 6**

Board of Directors of the company through resolution passed in their meeting held on 26<sup>th</sup> August 2020 to write off debts which are irrecoverable pertaining to financial year.

The Board recommends the resolution set forth in item no.4 for the approval of the members.

**Item No. 7**

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

As per regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("SEBI LODR") also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, on recommendation of Audit Committee and Meeting of the Board of Directors held on 26<sup>th</sup> August 2020 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section '188 of the Companies Act, 2013 the Companies (Meeting of Board and its powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into related Party Transactions in one or more tranches.

## NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for 27<sup>th</sup> e-AGM shall be conducted through video conferencing through **Cisco Webex**.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
4. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 14.11.2019 and 05.03.2020, has decided that the special business set out under item nos. 3, 4, 5, 6 and 7 being considered unavoidable, be transacted at the 27<sup>th</sup> e-AGM of the Company.
5. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 12.00 noon to 12.30 p.m. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc
6. Institutional investors, who are members of the Company are encouraged to attend and vote at the 27<sup>th</sup> e-AGM of the Company.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding

shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.

8. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or / M/s. Alankit Assignment Ltd.
9. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 27<sup>th</sup> e-AGM along with the Annual Report for F.Y 2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2020 will also be available on the Company's website and website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
10. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. Members are requested to register their email id and support the green initiative efforts of the Company.
11. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 12.18 SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings
13. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and

transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

14. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
15. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
16. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice
17. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date or e-voting, i.e., Monday, 21<sup>st</sup> September 2020, such person may obtain the user id and password from by email request on [rscinternational@gmail.com](mailto:rscinternational@gmail.com)

**18. Voting through electronic means:**

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 bac 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.

- 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.
- 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.

- 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.
- In case a member is desirous of obtaining a duplicate Ballot Form, he/ she/ they may send an email to [rsccompliance@gmail.com](mailto:rsccompliance@gmail.com) by mentioning their Folio / DP ID and Client ID number. However, the duly completed Ballot Form should reach the Scrutinizer, NKM & Associates , not later than 27th September 2020, 5.00 p.m. Ballot Form received after this date will be treated as invalid.

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

- The voting period begins on 25th September 2020 at 9.00 AM IST and ends on 27th September 2020 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 21<sup>st</sup> September 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders

	<p>as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	<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"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant RSC International Ltd. on which you choose to vote.

- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- 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.
- 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.

## 20. **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](http://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](mailto: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 helped
- sk.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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:info@alankit.com)  
 Website: [www.alankit.com](http://www.alankit.com)

22. 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 26<sup>th</sup> Annual General Meeting of the Company.

23. Voting at e-AGM:

i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting at the e-AGM.

ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.

iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

## 24. Instructions for attending/joining the e-AGM:

### Joining through Windows:

1. Open your email invite and click **Join**.
2. If you don't have a meeting invite, contact at rscinternational.com .
3. If this is the first time you're joining a Webex meeting, Webex automatically downloads the app.
4. If you don't want to install anything, click **Join from your browser**
5. Click the installer file to install the app.
6. If the automatic download didn't work, click **Download the app again**.
7. If you join from a Linux computer or Chromebook, you won't be prompted to install anything. The meeting simply opens in your browser.
8. You can also download the Webex Meetings app manually.
9. Enter your name and email address, and click **Next**.
10. Enter meeting password, sent via to you in your email - and click **Next**.
11. Choose whether or not you want to have your video and microphone turned on before you join
12. Click **Join Meeting**.

### Join through iOS and Android:

1. Tap Join meeting in your email invitation when it's time to join the meeting.
2. Tap Download to install the Cisco Webex Meetings app and join the video conference.
3. To join the meeting by phone only, tap the number on your screen.
4. Tap Open after the is installed and accept the Terms of Service and Privacy Statement.
5. Enter your name and email address, then tap OK.
  - If necessary, enter the meeting password—it's in the email invitation—and tap OK

6. Change your audio and video settings before joining your meeting.
7. Click Connect to a device to join the meeting from a compatible video device.
8. Tap Join..

25. **General Instructions:**

i. The Board of Directors have appointed NKM & Associate, Practising Company Secretary (ACS:A4970.CP No. 20414) as the Scrutiniser to the e-voting process and voting at the e-AGM in a fair and transparent manner.

ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the thirty-third e-AGM and announce the start of the casting of vote through the e-voting system.

iii. The Scrutiniser shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, to the Chairman or in his absence Vice-Chairman of the Company, who shall countersign the same.

iv. The scrutiniser shall submit his report to the Chairman or Vice-Chairman of the Company, as the case may be, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.

By order of the Board of Directors

**Ghyanchand Jain**  
**Managing Director**

Place: Jaipur  
4<sup>th</sup> September 2020  
Registered Office: Plot No. 30,  
Sangam Colony, Opposite VKI Road No. 14,  
Sikar Road Jaipur- 302013

**Route Map and Prominent Landmark of EGM Venue and Attendance Slip.**

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members at A-3 & 4, Site B, Industrial Area, Sikandra, Agra, Uttar Pradesh, 282007-In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.

## **DIRECTORS' REPORT**

Dear Members,

Your directors have pleasure in presenting the 27th Annual Report of the company together with the audited statements of accounts for the year ended 31st March 2020.

### **FINANCIAL RESULTS**

<b>Particulars</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Sales & Other Income	0	0
Profit before interest & depreciation	(60,62,083)	(15,58,847)
Less: Interest	0.00	0.00
Profit before depreciation	(60,62,083)	(15,58,847)
Less: Depreciation	0.00	0.00
Profit after depreciation	(60,62,083)	(15,58,847)
Provision for Income Tax	0.00	0
Profit After Tax	(60,62,083)	(15,58,847)

### **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 2020

## **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, 9 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 EMPLOYEES**

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.

### **CORPORATE 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 2019-20.



## **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 DBS & Associates Chartered Accountant (Firm Registration No. FRN 081627N), the Statutory Auditor of the company were appointed by the shareholders at the AGM held on 25th September 2019. His appointment is valid till the conclusion of this 27th AGM.

However, the Auditor's Report on the financial statements for the financial year ended 31st March 2020 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 DBS Mehta & associates, who is retiring as Auditor from this AGM.

### **SECRETARIAL AUDITOR**

Sourabh Bapna, Practicing Company Secretary was appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2019-2020, as required under Section 204 of the Companies Act, 2013 and the Rules made thereunder.

The Secretarial Audit Report for the financial year 2019-2020 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, 4th September 2020**

**Annexure A**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the financial year ended 31st March, 2020**

**[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, 2020 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, 2020 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 following observations.***

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

**Management Explanation on point No. 1:** Company have not published quarterly financial results in newspapers 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 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.

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 Sourabh Bapna & Associates,  
Practicing Company Secretaries

Sd/-

**Sourabh Bapna**  
**ACS:A51505**  
**CP: 19968**

**Place: Mumbai**  
**Date: 4th September 2020**

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.

**Sourabh Bapna  
ACS:A51505  
CP: 19968**

**Place: Mumbai  
Date: 4th September 2020**

**Annexure B**  
**Extract of Annual Return as on the financial year ended**  
**on 31<sup>st</sup> March 2020**

		<b>Form No. MGT-9</b>	
		<b>[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]</b>	
<b>I</b>		<b>REGISTRATION AND OTHER DETAILS</b>	
	<b>1</b>	CIN	L17124RJ1993PLC007136
	<b>2</b>	Registration Date	6 <sup>th</sup> January 1993
	<b>3</b>	Name of the Company	<b>RSC International Ltd.</b>
	<b>4</b>	Category / Sub-Category of the Company	Public Company / Limited by shares
	<b>5</b>	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
	<b>6</b>	Whether listed company	YES
	<b>7</b>	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
<b>II</b>		<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
		All the business activities contributing 10 % or more of the total turnover of the	Agency business for synthetic cloth material

		company shall be stated:	
<b>III</b>		<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	N A
<b>IV</b>		<b>INDEBTEDNESS</b>	
		Indebtedness of the Company including interest outstanding/ accrued but not due for payment	N A
<b>V</b>		<b>REMUNERATION OF DIRECTORS &amp; KEY MANAGERIAL PERSONNEL</b>	N A
<b>VI</b>		<b>Penalties / Punishment/ Compounding Of Offences</b>	N A

#### IV. Shareholding pattern

##### (i) Category-wise Shareholding

Category	Category of Shareholders	No. of Shares held at the beginning of the year (01 <sup>st</sup> April 2019)				No. of Shares held at the end of the year (31 <sup>st</sup> March 2020)				% 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	1502560	0	1502560	26.13	0.07
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	628234	0	628234	10.93	628234		628234	11.13	0.2

(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	11500	11500	0.2	2500	9000	11500	0.4	0
	<b>Sub Total(A)(1)</b>	<b>2126694</b>	<b>11500</b>	<b>2138194</b>	<b>37.19</b>	<b>2133294</b>	<b>9000</b>	<b>2142294</b>	<b>37.26</b>	<b>0.36</b>
<b>2</b>	<b>Foreign</b>									
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
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>2126694</b>	<b>11500</b>	<b>2138194</b>	<b>37.19</b>	<b>2133294</b>	<b>9000</b>	<b>2142294</b>	<b>37.26</b>	<b>0.36</b>
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>	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	0	0	0	0	0	0	0	0	0

	Investor									
(i)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B 2</b>	<b>Non-institutions</b>									
(a)	Bodies Corporate	81584	11600	93184	1.62	81784	11600	93384	1.38	0.35
(b)	Individuals									
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs	199241	1721425	1920666	33.405	205640	1710725	1916365	33.33	-2.92
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	1168455	1168455	20.322	298700	869755	1168455	20.32	3.38
(c)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	357302	71900	429202		9.09



i.	NRI- Repartable	2500	71000	73500	1.28	2500	71000	73500	1.28	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	354801	900	355701	6.19	354802	900	355702	6.19	0
	<b>Sub-Total (B)(2)</b>	<b>638126</b>	<b>2973380</b>	<b>3611506</b>	<b>62.81</b>	<b>943426</b>	<b>2663980</b>	<b>3607406</b>	<b>62.74</b>	0
<b>(B)</b>	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	638126	2973380	3611506	62.82	943426	2663980	3607206	62.74	0
	<b>TOTAL (A)+(B)</b>	<b>2764820</b>	<b>2984880</b>	<b>5749700</b>	<b>100</b>	<b>3076720</b>	<b>2672980</b>	<b>5749700</b>	<b>100</b>	0
<b>(C)</b>	<b>Shares held by Custodians and</b>									

	<b>against which Depository Receipts have been issued</b>									
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
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>2764820</b>	<b>2984880</b>	<b>5749700</b>	<b>100</b>	<b>3076720</b>	<b>2672980</b>	<b>5749700</b>	<b>100</b>	<b>0</b>

**(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	
	Alka Jain	4914 30	8.55	0	4914 30	8.55	0	0
	Gyan Chand Jain	4753 30	8.27	0	4753 30	8.27	0	0
	Ankur Jain	5358 00	9.32	0	5358 00	9.32	0	0
	Mascot Fashion Pvt. Ltd.	6282 34	10.93	0	6282 34	10.93	0	0
	Ashok Jain	2500	0.04	0	2500	0.04	0	0
	Bansi Lal Jain	3000	0.05	0	3000	0.05	0	0
	Chain Raj Meena	2500	0.04	0	2500	0.04	0	0
	G L Sharma	2500	0.04	0	2500	0.04	0	0
	Lal Chand Jain	1000	0.02	0	1000	0.02	0	0
	<b>Total</b>	<b>2142 294</b>	<b>37.26</b>	<b>0</b>	<b>2142 294</b>	<b>37.26</b>	<b>0</b>	<b>0</b>

(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	-	-	-	-
	<b>At the end of the year</b>	-	-	-	-

(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	165560	2.88	165560	2.88
	At the end of the year	165560	2.88		
2	JAYA MODI	116875	2.03	116875	2.03
	At the end of the year	116875	2.03		
3	MAHESH SHARMA	206100	0.00	156100	3.58

	At the end of the year	206100	0.00		
4	RAMPUKAR MAURYA	209400	3.64	33230	
	At the end of the year	159400	2.77		
5	Vipul Dusad	192630	3.35	192630	3.35
	At the end of the year	192630	3.35		
6	Nidhi Dusad	99390	1.73	99390	1.73
	At the end of the year	99390	1.73		
7	Libord Finance Limited	79100	1.38	79100	1.38
	At the end of the year	79100	1.38		
8	Hird D Utamchandani	50000	0.86	50000	0.86
	At the end of the year	50000	0.86		
9	R M Mehta Exports Pvt Ltd	0	0		
	At the end of the year	4900	0.085	4900	0.085
10	Nand Lal Soni	0	0		
	At the end of the year	3500	0.06	3500	0.06

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

<b>S. No.</b>	<b>Name of the Director</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
		<b>No. of shares</b>	<b>% of total shares of the Company</b>	<b>No. of shares</b>	<b>% of total shares of the Company</b>
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 5(five) times during the year ended 31st March 2020.

## **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. 5,28,86,000. 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 31.03.2020 were Rs. 3,04,00,112/-.

### **(d) Sales**

During the year under review the Company has earned an income of Rs. Nil as on 31.03.2020 and 31.03.2019

## **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**

**Director**

**Jaipur, 4<sup>th</sup> September 2020**



## **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 31<sup>st</sup> March 2020 is as under:

Name of Director	Category	No. of Director-ship	Committees	
			Member-ship	Chairman-ship
Mr. Gyan Chand Jain	Executive	1	1	0
Mr. Ankur Jain	Non-Executive	2	1	1
Mrs. Alka Jain	Non-Executive	2	3	Nil
Mr. Subhash Jain	Independent	1	3	Nil
Mr. Vinod Mishra	Independent	1	3	3
Mr. Jitendra Bansal	Independent	1	3	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 31<sup>st</sup> March 2020 are as follows:

Name of Director	No. of shares held
Mr. Gyan Chand Jain	475330
Mr. Ankur Jain	535800
Mrs. Alka Jain	491430
Mr. Subhash Jain	0

Mr. Vinod Mishra	0
Mr. Jitendra Bansal	0

## BOARD MEETINGS

During the year under review, 9 Board meetings were held on 02<sup>nd</sup> April 2019, 27<sup>th</sup> May 2019, 02<sup>nd</sup> July 2019, 23<sup>rd</sup> July 2020, 13<sup>th</sup> August, 2019, 3<sup>rd</sup> September 2019, 14<sup>th</sup> November 2019 03<sup>rd</sup> February 2020 and 12<sup>th</sup> March 2020

The gap between two meetings did not exceed 120 days. The 26th Annual General Meeting of the company was held on 25<sup>th</sup> September 2019.

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	9	9	YES
Mr. Ankur Jain	9	9	YES
Mrs. Alka Jain	9	9	YES
Mr. R.P Agarwal	6	6	YES
Mr. Kailash Chand	2	2	NO
Mr. Jitendra Bansal	6	6	YES
Mr. Subhash Jain	3	3	NO
Mr. Vinod Mishra	3	3	NO

- **Mr. Ram Prakash Agrawal resigned as the Independent Director on 14.11.2019**
- **Mr. Vinod Mishra and Subhash Jain are appointed as Additional Independent director on 14.11.2019**
- **Mr. Kailash Jain resigned as the Independent Director on**

## AUDIT COMMITTEE

The Audit Committee of the company comprises of the three (3) Directors and all are Independent Directors. Mr. Vinod Mishra, Chairman of the Committee is an Independent Director. Mr. R P Agrawal resigned on 14.11.2019 from the Board.

All the Members of the Committee possess accounting and financial management expertise. The ex-Chairman of the Committee Mr. R P Agrawal was present at the AGM held on 25<sup>th</sup> September 2019. 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	3	3
Mr. Kailash Chand	Member	2	2
Mr. Jitendra Bansal	Member	5	5
Mr. Vinod Mishra	Chairman	2	2
Mr. Subhash Jain	Member	2	2

- Mr. Kailash Chand resigned on 23.07.2019
- Mr. R.P Agarwal resigned on 14.11.2019
- Mr. Vinod Mishra and Mr. Subhash Jain are appointed as on 14.11.2019

## 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**

- Mr. Kailash Chand resigned on 23.07.2019
- Mr. Mr. R.P Agarwal resigned on 14.11.2019
- Mr. Vinod Mishra and Mr. Subhash Jain are appointed as on 14.11.2019

Hence the newly formed Committee comprises of Mr. Vinod Mishra, Chairman of the Committee, Mrs Alka Jain as non executive director. and Mr. Jitendra Bansal as 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:

<b>Name of the Director</b>	<b>Designation</b>	<b>Held</b>	<b>Attended</b>
Mr. R.P Agarwal	Chairman	1	1
Mr. Kailash Chand	Member	2	2
Mr. Jitendra Bansal	Member	4	4
Mr. Vinod Mishra	Chairman	2	2
Mr. Subhash Jain	Member	2	2

There were 4 meetings held during the year on 26<sup>th</sup> April 2019, 20<sup>th</sup> August 2019, 14<sup>th</sup> November 2019 and 12<sup>th</sup> March 2020

### **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. Deepak Goyal, has acted as the Compliance Officer of the Company with effect from 01<sup>st</sup> July 2019.

### **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 14<sup>th</sup> November 2019 and the attendance of the Independent Directors at the above Meeting is as under:

<b>Name of Director</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings attended</b>
Mr. Vinod Mishra	1	1
Mr. Subhash Jain	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 20<sup>th</sup> August 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 31<sup>st</sup> March 2020.

## **GENERAL BODY MEETINGS**

### **Annual General Meeting**

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

<b>Year</b>	<b>Date &amp; Time of AGM</b>	<b>Venue</b>
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
2018-2019	25-09-2019 at 11.00 AM	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](http://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 27<sup>th</sup> AGM:**

28<sup>th</sup> September 2020, Monday at 11.00 a.m though VC/OAVM

**Financial Year:**

The financial year covers the period from April 1<sup>st</sup> of every year to March 31<sup>st</sup> 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**

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

**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

**53.51%** of the Equity Shares of the Company have been dematerialized as on March 31 2020. 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 dematerialized form.

(a)	<b>Dematerialization of shares</b>	
	Number of Shares dematerialized	30,76,720
	% of Shares dematerialized	53.51
	Shares held with NSDL	2625087
	Shares held with CDSL	451633
(b)	<b>Shares in physical mode</b>	2672980
	% of shares in physical mode	46.49%

### Shareholding Pattern as on 31<sup>st</sup> March 2020.

S. No.	Category	No. of Shareholders	No. of Shares	% of Total
1	Promoter and promoter group	9	2142294	37.26
2	Non-Institutions	2858	3084620	33.33
3	Any other	48	522586	2.32
	<b>Total</b>	<b>2915</b>	<b>5749500</b>	<b>100</b>

#### Registered Office

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

## **COMPANY SECRETARY 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 31<sup>st</sup> March 2020 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 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.

**Sourabh Bapna**  
**ACS:A51505**  
**CP: 19968**  
**Place: Mumbai**  
**Date: 4th September 2020**



## **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 31<sup>st</sup> March 2020.

**Place: Jaipur**

**For: RSC International Ltd.**

**Date: 4th September 2020**

**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 31<sup>st</sup> March 2020 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: Jaipur**

**Date: 4<sup>th</sup> September 2020**

**Ghyanchand Jain.**

**Managing Director**

---

**INDEPENDENT AUDITOR'S REPORT**

---

**To**  
**The Members of**  
**RSC International Limited**

**Report on the Audit of the Standalone Ind AS Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **RSC International Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. 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.

**Emphasis of Matters**

We draw your attention to the following matters:

Note to the financial statements which explain the uncertainties and management’s assessment of the financial impact due to lockdown / restrictions related to the COVID-19 pandemic imposed by the Governments, for which a definitive assessment of the impact is dependent upon future economic conditions.

Note no 6, 11 & 12 to the financial statements, the Company could not take balance confirmations from sundry debtors , and creditors as at close of the year as due to lockdown the offices were closed and for non-availability concerned persons. Therefore the balances of sundry debtors and creditors are subject to confirmation and reconciliation.

Note no 6 of the audited financial statement, Trade receivables amounting of Rs. 3,25,38,755/- (included overseas debtors-47,43,855/-) are receivable since long time, as per management explanation most of these (inclusive overseas debtors) are not more recoverable . So management has decided to written off theses debtors. In the year under consideration debtors amounting Rs. 47,43,855/- has been written off same has been shown under other expenses.

Note no. 4 of the audited financial statement, valuation of the unquoted investment are subject to the valuation by independent valuer, as per management explanation they are under process to carrying out fair valuation from registered valuer , these are shown it’s cost.

Note no. 45 (d) to the financial statements, the management, due to lockdown, could not physically verify the inventories at the close of the year

Our opinion is not modified in respect of these matters.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below the key audit matters to be communicated in our report

Key Audit Matters	How our Audit addressed the key Audit Matters
B) IDENTIFICATION & PROVISION	WE TESTED THE DESIGN AND OPERATING EFFECTIVENESS OF KEY

<p>FOR BAD &amp; DOUBTFUL DEBTS.</p> <p>THE IDENTIFICATION OF BAD &amp; DOUBTFUL DEBTS &amp; PROVISION IS MADE IN ACCORDANCE WITH NON-PAYMENT BY DEBTORS FOR THE LONG PERIOD. BASED ON OUR RISK ASSESSMENT THE FOLLOWING ARE SIGNIFICANT IN ASSESSMENT OF BAD &amp; DOUBTFUL DEBT PROVISION</p> <ul style="list-style-type: none"> <li>• RECOGNITION OF DEFAULT FURTHER COMPANY IS ALSO REQUESTED TO APPLY JUDGMENT TO DETERMINE THE BAD &amp; DOUBTFUL DEBTS. CONSIDERING THE SIGNIFICANCE OF THE ABOVE MATTER TO THE FINANCIAL STATEMENT THE SIGNIFICANT AUDITOR ATTENTION REQUIRED. WE HAVE IDENTIFIED THIS AS KEY AUDIT MATTER FOR THE CURRENT YEAR AUDIT.</li> </ul>	<p>CONTROL INCLUDING IT BASED CONTROL FOCUSING ON THE FOLLOWING :</p> <ul style="list-style-type: none"> <li>• IDENTIFICATION &amp; CLASSIFICATION OF BAD AND DOUBTFUL DEBTS IN LINE WITH CERTAIN QUALITATIVE ASPECTS PERIODIC INTERNAL REVIEW OF ASSETS QUALITY ASSESSMENT OF ADEQUACY OF BAD DEBTS PROVISION.</li> <li>• PERIODIC VALUATION OF DEBTORS.</li> </ul>
---	--

I.

**Information Other than the Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and

cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements:**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid 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 written representations received from the directors as on 31 March 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020, 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 B**”; and
  - 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements– Refer Note 34 to the financial statements;
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company; and
    - (iv) The disclosures requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.
3. With respect to the matter to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with schedule V of the Act.



For **DBS & Associates**  
Chartered Accountants  
FRN - 081627N

Place: Mumbai  
Date: June 29, 2020

**CA Roxy Teniwal**  
Partner  
Membership No. 141538  
**UDIN-20141538AAAAAG2631**

**“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF RSC International Limited**

Referred to in paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date

In terms of information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- I The company does not have any fixed assets. Hence, this clause is not applicable to the company.
- ii. As explained by the management, the inventories have not been physically verified at the close of the year by the management due to lockdown. In our opinion, the frequency of verification needs to be increased. However no material discrepancies, as represented to us, were noticed on verification of inventories during the year.
- iii. The Company has, during the year, not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Act. Accordingly the provisions of clauses (a), (b) and (c) of paragraph 3 (iii) of the Order are not applicable;
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investments, given any guarantee or provided any security in connection with a loan during the year. Therefore the provisions of section 185 and 186 of the Act have not been applicable to the Company;
- v. the Company has not accepted any deposit from the public and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2015 with regard to the deposits accepted from the public are not applicable;
- vi. the Central Government has not specified the maintenance of cost records under sub section 1 of Section 148 of the Act for any of the products of the Company for the year under audit;

vii. In case of in respect of Statutory Dues;

- a) on the basis of books and records examined by us, the following undisputed statutory dues have not been deposited with the appropriate authorities:

Name of the Statute	Period to which amount relates	Amount of Dues (Rs.)	Forum where dispute is pending
Tax deduction at source	Prior years	12,450/-	TDS Department

There are no arrears of undisputed statutory (other than mentioned above) dues as at 31<sup>st</sup> March,2020 for the period of more than six months from the date they became payable; and

- b) according to the information, the dues in respect of income tax , sales tax, service tax, goods and services tax w.e.f. 1 July 2017, duty of custom, duty of excise, value added tax that have not been deposited on account of any dispute with the appropriate authorities, where the disputes are pending, are as under:

Name of Statute	Nature of Dues	Amount (₹)	Period to which the amount relates*	Due date as per notice of demand
Registrar of Companies	Penalty	-	-	-

- For the above demands, as informed to us, the Company has filed waiver petitions before Chief Commissioner of Income Tax for waiver of interest, those petitions are pending to be heard;

viii. on the basis of selective checks carried out during the course of audit, we are of the opinion that the Company has not defaulted in the repayment of loans or borrowing to banks There had been no dues payable to financial institution, Government, or debenture holders;

ix. according to the representation made, and to the best of our knowledge and belief the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans during the year.

x. according to the representation made, and to the best of our knowledge and belief, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit;

xi. according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act;

- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company;
- xiii. according to the representation made, and to the best of our knowledge and belief, all transactions with the related parties are in compliance with section 177 and 188 of the Act and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;
- xiv. according to the representation made, and to the best of our knowledge and belief, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause 3 (xiv) of the Order are not applicable to the Company;
- xv. according to the representation made, and to the best of our knowledge and belief, the company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause 3 (xv) of the Order are not applicable to the Company; and
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and therefore, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For **DBS & Associates**  
Chartered Accountants  
FRN - 081627N

Place: Mumbai  
Date: June 29, 2020

**CA Roxy Teniwal**  
Partner  
Membership No. 141538  
**UDIN-20141538AAAAAG2631**

## **Annexure B to the Independent Auditor's Report**

**The Annexure referred to in the Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March, 2020 Report on the Internal Financial Controls over financial reporting under section 143(3)(i) of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of **RSC International Limited** ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's Internal Financial Controls over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to

obtain reasonable assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls System over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting.

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

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of Internal Financial Controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls over Financial Reporting to future periods are subject to the risk that the Internal Financial Control over Financial Reporting may become inadequate because of changes in

conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, adequate Internal Financial Control System over Financial Reporting and such Internal Financial Control over Financial Reporting were operating effectively as at 31 March 2020, based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

**For DBS & Associates**  
Chartered Accountants  
FRN - 081627N

Place: Mumbai  
Date: June 29, 2020

**CA Roxy Teniwal**  
Partner  
Membership No. 141538  
**UDIN-20141538AAAAAG2631**

## **R S C International Limited**

### **1. Corporation Information**

R S C International Ltd. ('the Company') is a public limited Company registered under Companies Act, 1956 having CIN-L17124RJ1993PLC007136. Its registered office Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road, Jaipur, Rajasthan- 3020136 The Company is listed on the Bombay Stock Exchange (Script code 530179). The company is engaged in sale, supervision services, Trading in fabrics and related material to business houses related to fabrics and trading in fabrics.

### **Summary of significant accounting policies**

#### **2.1 Basis of preparation of financial statements**

The financial statements of the company have been prepared under historical cost convention on the accrual basis of accounting, are in accordance with the applicable requirements of the Companies Act 2013 and comply in all material aspects with the Indian Accounting Standards (hereinafter referred as to 'Ind. AS') as notified by ministry of corporate affairs in pursuant to section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016.

The accounting policies have been consistently applied unless otherwise stated. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Act 2013. The Company considers 12 months to be its normal operating cycle for the purpose of current or non-current classification of assets and liabilities.

#### **1.2 Summary of significant accounting policies**

##### **a. Use of estimates**

The preparation of financial statements in conformity with Indian Accounting Standards requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### **b. Property Plant & Equipment's**

###### **Tangible assets**

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes etc. up to the date the asset is ready for its intended use. Depreciation is provided under written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013. **Currently company does not hold any tangible assets**

### **Intangible assets**

Intangible assets are stated at cost, net of accumulated depreciation and impairment of losses, if any. Depreciation is provided under written down value method at the rate and in the manner prescribed under Schedule II to the companies Act, 2013. **Currently company does not hold any intangible assets.**

#### **c. Depreciation/amortization**

##### **Tangible assets**

Depreciation on fixed assets is calculated on a written down value method at based on the useful lives estimated by the management, or those prescribed under the Schedule II of the Companies Act, 2013.

Depreciation method, useful life and residual value are reviewed periodically.

Leasehold land and improvements are amortize on the basis of duration and other terms of lease.

The carrying amount of PPE is reviewed periodically for impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

##### **De-recognition**

PPE are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

##### **Intangible assets**

Depreciation on Intangible assets is calculated on a written down value method at based on the useful lives estimated by the management, or those prescribed under the Schedule II of the Companies Act, 2013.

#### **d. Borrowing costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are



capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**e. Impairment of Non-financial assets**

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at the cash generating unit level. All individual assets or cash generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use' in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Life time ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of profit and loss. This amount is reflected under the head 'other expenses' in the Statement of profit and loss.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating

an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis

**f. Impairment of financial assets**

In accordance with Ind. AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on risk exposure arising from financial assets like debt instruments measured at amortised cost e.g., trade receivables and deposits.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes Purchase price is assigned using a weighted average basis. Net realizable value is defined as anticipated selling price or anticipated revenue less cost to completion.

**g. Investments**

Investments are classified as current investments and long-term investments as per information and explanation given by the management.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at cost and Long-term investments are carried at cost, valuation of the unquoted investment are subject to the valuation by independent valuer, as per management explanation they are under process to carrying out fair valuation from registered valuer ,due to covid-19 lockdown the offices were closed and for non-availability of the concerned persons management was not able to valued the same.All the unquoted investment are shown at cost. . On disposal of an investment, the difference between it carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**h. 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.

**Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

**Dividend Income**

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**Other Income**

Other incomes are accounted on accrual basis, except interest on delayed payment by debtors and liquidated damages which are accounted on acceptance of the Company's claim.

**i. Inventories**

Inventories are valued at lower of cost (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.

**j. Accounting for taxes on income**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Current and deferred tax shall be recognized as income and expenses and included in profit and loss for the period, except to the extent that the tax arises from **(a)** a transaction or event which is recognized in the same or a different period, outside profit or loss, either in other comprehensive Income or directly in equity or **(b)** a business combination. Deferred taxes recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purpose and corresponding amounts used for taxation purpose except to the extent it relates to business combination or to an item which is recognized directly in equity and in other comprehensive Income.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the assets can be utilized. A deferred tax asset shall be recognized for the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized. Deferred tax assets are reviewed at each reporting date and Reduced to the extent that it is no longer probable that the related tax benefit will be Realize. . A deferred tax liability is recognized based on the expected manner of realization or settlement of carrying amount of assets and liabilities

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a period is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the period in which the company recognizes MAT credit as an asset in accordance with

the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax

Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The Group reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

**k. Employee benefits**

Employee benefits consist of salary paid to employees. The Company does not have any leave encashment policy. Further any unutilized leave at the end of the year is lapsed and not eligible for carry forward.

**l. Foreign currency transactions**

**i.** Foreign currency transactions are recorded at exchange rates prevailing on the date of respective transactions.

**ii.** Current assets and current liabilities in foreign currencies existing at balance sheet date are translated at year-end rates.

**iii.** Debtor outstanding are shown at their historical value.

**m. Provision**

A provision is recognized when the company has a present obligation as a result of 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 not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

**n. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**o. Measurement of EBITDA**

As permitted by the Guidance Note on the Revised Schedule of the Companies Act, 2013, the company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit / (loss) from continuing operations.

In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expenses.

**p. Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company have following contingent liability:-

Name of Statute	Nature of Dues	Amount (₹)	Period to which the amount relates*	Due date as per notice of demand
Registrar of Companies	Penalty	-	-	-

## 29. Earnings per share

(Amount in Rupees)

Particulars	March 31, 2020	March 31, 2019
Net profit / (loss) after tax for the year	(60,62,083)	(15,58,847)
Weighted equity shares outstanding as at the year end	52,88,600	52,72,900
Nominal value per share (Rs.)	10	10
Earnings per share (Weighted Average)		
– Basic	(1.15)	(.30)
– Diluted	(1.15)	(.30)

## 30. Auditor's Remuneration [excluding Goods & Service Tax] (Amounts in Rupees)

Particulars	March 31, 2020	March 31, 2019
Statutory Audit Fees	30,000	35,000
<b>Total</b>	<b>30,000</b>	<b>35,000</b>

## 31. Related Party Disclosures

As per Indian accounting standard on Related Party Disclosure (Ind. AS-24) as notified by the Companies Accounting Standard Rules, 2014, the names and transactions with related parties are as follows:

### List of related parties and their relationship:

Shri G C Jain – Director

Shri Ankur Jain – Director

Smt. Alka Jain – Director

### Transaction with related parties:-

Name	Opening Balance	Loan Taken	Loan Repaid	Closing Balance
Shri G C Jain	1,08,922.00	3,34,935.00	0	4,43,857.00

<b>Shri Ankur Jain</b>	<b>2,70,000.00</b>	<b>11,44,202.84</b>	<b>0</b>	<b>14,14,202.84</b>
<b>Smt. Alka Jain</b>	<b>1,00,000.00</b>	<b>0</b>	<b>0</b>	<b>1,00,000.00</b>

32. Company has not appointed Company secretary as per companies Act 2013 required

33. Company has not appointed Company secretary as per companies Act 2013 required

34. No interest has been charged on loan and advances given by the company from the related parties during the year.

35. The company has not consolidated its financial statement with associate companies as require as per AS-23

35. No interest has been paid on loan and advances received by the company from the related parties during the year. The Company did not have any transactions with Small Scale Industrial ('SME's') Undertakings during the year ended March 31, 2020 (**as certified by management**) and hence there are no amounts due to such undertakings. The identification of SME's undertakings is based on the management's knowledge of their status.

The Company has not received any information from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amount unpaid as at the year ended together with interest paid / payable as required under the said Act have not been furnished.

36. Balances in respect of sundry debtors, sundry creditors and loans and advances. If any are taken as shown by books of accounts and are subject to confirmation and Consequent adjustments and reconciliations, if any.

37. Previous year figures have been regrouped / reclassified, where necessary, to conform to current year classification.

For **DBS & Associates**  
Chartered Accountants  
FRN - 081627N

Place: Mumbai  
Date: June 29, 2020

**CA Roxy Teniwal**  
Partner  
Membership No. 141538