



# RSC INTERNATIONAL LTD.

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Ref. No. \_\_\_\_\_

CIN - L17124 RJ1903PLC007136

Date \_\_\_\_\_

13<sup>th</sup> January 2016

To,  
BSE Ltd.  
Corporate Governance Department  
Ground Floor, P. J. Tower  
Dalal Street, Fort  
Mumbai - 400001.

Sub: Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: RSC International Ltd. (Scrip Code: 530179)


Dear Sir / Madam,

We are submitting herewith the Corporate Governance Report for the quarter ended 31<sup>st</sup> December 2015 to comply with the Regulation 27(2) of the SEBI (Listing Regulations). Kindly take the same on your record.

Thanking you.

Yours faithfully,

For: RSC International Limited

  
Director



**DIN: 01129847**

**Format to be submitted by listed entity on quarterly basis**

**ANNEXURE I**

1. Name of the Listed Entity : RSC International Limited
2. Quarter Ending : 31<sup>st</sup> December 2015

Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Gyan Chand Jain	PAN - ABKPJ0166B DIN - 00498094	Executive (M.D.)		N.A.	1	Nil	Nil
Mr.	Ankur Gyan Chand Jain	PAN - AHOPJ5281H DIN - 01129847	Non - Executive		N.A.	1	1	Nil
Mrs.	Alka Jain	PAN - ABJPJ9527H DIN - 00498124	Non - Executive		N.A.	1	Nil	Nil
Mr.	Kailash Chand Dusad	PAN - ADXPD7679J DIN - 02641949	Independent		Appointed on 30-9-2014 for a period of 5 years	1	3	Nil
Mr.	Ram Prakash Agarwal	PAN - AAHCS2654L DIN - 00213186	Independent			1	3	3
Mr.	Jitendra Bansal	PAN - AGTPB7384D DIN - 02292667	Independent			1		Nil




<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) \$</i>
1. Audit Committee	Mr. R. P. Agarwal	(Chairman) Independent
	Mr. Kailash Chand	(Member) Independent
	Mr. Jitendra Bansal	(Member) Independent
2. Nomination & Remuneration Committee	Mr. R. P. Agarwal	(Chairman) Independent
	Mr. Kailash Chand	(Member) Independent
	Mr. Jitendra Bansal	(Member) Independent
3. Risk Management Committee (if applicable)	Mr. Gyanchand Jain	(Chairman) Executive
	Mr. Ankur Jain	(Member) Non - Executive
4. Stakeholders Relationship Committee'	Mr. R. P. Agarwal	(Chairman) Independent
	Mr. Kailash Chand	(Member) Independent
	Mr. Jitendra Bansal	(Member) Independent
&Category of directors means executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen		
<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
1-7-2015 to 30-9-2015	1-10-2015 to 31-12-2015	
31 <sup>st</sup> July 2015	14 <sup>th</sup> November 2015	44 days
4 <sup>th</sup> September 2015		




30 <sup>th</sup> September 2015			
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1-10-2015 to 31-12-2015		1-7-2015 to 30-9-2015	
1. Audit Committee		30 <sup>th</sup> July 2015	
14 <sup>th</sup> November 2015	1. Shri. R.P. Agarwal - Chairman 2. Shri. Kailash Chand - Member 3. Shri. Jitendra Bansal - Member	4 <sup>th</sup> September 2015	44 days
2. Nomination & Remuneration Committee		No meeting held as the company is not paying any salary to Directors or Senior Management personnel	
No meeting held as the company is not paying any salary to Directors or Senior Management personnel			
3. Risk Management Committee		As the company engaged in the agency business and the source of income is only commission, hence no risk evaluation is required	
As the company engaged in the agency business and the source of income is only commission, hence no risk evaluation is required			
4. Stakeholders' Relationship Committee			




9 <sup>th</sup> October 2015	1. Shri. R.P Agarwal - Chairman 2. Shri. Kailash Chand - Member 3. Shri. Jitendra Bansal - Member	21 <sup>st</sup> July 2015	79 days

#### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

#### Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee Stakeholders relationship committee
  - c. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any



comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO



**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.