

# **RSC INTERNATIONAL LIMITED**

**(CIN – L17124RJ1993PLC007136)**

66, Gangwal Park, M.D. Road, Jaipur – 302004.

## **ANNUAL REPORT 2014-2015**

**22<sup>nd</sup> Annual Report**  
Board of Directors

**2014-2015**

Shri Gyan Chand Jain  
**Managing Director**  
Shri Ankur Gyanchand Jain  
**Director**  
Smt. Alka Jain  
**Director**  
Shri R.P. Agarwal  
**Independent Director**  
Shri Kailash Chand  
**Independent Director**  
Shri Jitendra Bansal  
**Independent Director**

**Auditors**

Kamal Agrawal  
Chartered Accountant  
307 Fort Foundation,  
Bake House Lane  
Kalaghoda, Fort  
Mumbai 400 023

**Registered Office**

66, Gangwal Park  
M.D. Road, Jaipur – 302004

**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](mailto:info@alankit.com)  
Website: [www.alankit.com](http://www.alankit.com)

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF RSC INTERNATIONAL LIMITED WILL BE HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER 2015 AT 12.00 P.M. AT THE ITS REGISTERED OFFICE AT 66, GANGWAL PARK, M. D. ROAD, JAIPUR - 302004, TO TRANSACT THE FOLLOWING BUSINESS.

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015 together with the Report of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Ghyanchand Jain (**DIN - 00498094**) who retires by rotation and is eligible for re-appointment.
- 3) **Appointment of Auditors:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of **Kamal Agrawal, Chartered Accountant**, (Membership No. 43529), the retiring auditor of the Company, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of the 23<sup>rd</sup> AGM to be held in 2019 (subject to ratification of their appointment at every AGM), to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**By order of the Board**

**(Ghyanchand Jain)  
Managing Director**

Place: Jaipur  
Dated: 4<sup>th</sup> September 2015

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the AGM. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions or authority as applicable.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. **Book Closure:** The Company has notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> September 2015 to 29<sup>th</sup> September 2015 both days inclusive).
7. **National Electronic Clearing Service (NECS):**
  - a) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
  - b) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer for assistance in this regard.

- c) Members holding shares in physical form can submit their PAN to the Company / M/s. Alankit Assignment Ltd.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
  9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Alankit Assignments Ltd., for consolidation into a single folio.
  10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  11. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.
  12. **Nomination Facility:** As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrar and Transfer Agents. Members holding shares in Electronic form may obtain the nomination forms from their respective depository participants.
  13. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for capturing the additional details is appended to the notice, Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective depository participants.
  14. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.

15. To support the 'Green Initiative', the members who have not registered their email address are requested to register the same with the Company's Registrar and Share Transfer Agents/ Depositories.
16. Members desiring any information relating to Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
17. Process and manner for voting through electronic means:
  - i. In compliance with the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the members are provided facility to exercise their right to vote electronically, through e-voting services provided by CDSL on all the resolutions set forth in this Notice. In order to enable its members who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a Ballot Form are given at the back of the said form and instructions for e-voting are given herein below. Resolution(s) passed by members through Ballot Forms or e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
  - ii. The facility for voting, either through electronic voting system or ballot/ polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
  - iii. The members who have cast their vote by remote e-voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - iv. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
  - v. In case a member is desirous of obtaining a duplicate Ballot Form, he/ she/ they may send an email to [rscompliance@gmail.com](mailto:rscompliance@gmail.com) by mentioning their Folio / DP ID and Client ID number. However, the duly completed Ballot Form should reach the Scrutinizer, **Advocate Mr. Vivek V Khemka** at [vvk.rsevoting@gmail.com](mailto:vvk.rsevoting@gmail.com) or at Khatau Building, 3<sup>rd</sup> Floor, Dalal Street, Mumbai - 400023, not later than 29<sup>th</sup> September 2015, 5.00 PM. Ballot Form received after this date will be treated as invalid.

18. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **27<sup>th</sup> September 2015 at 9.00 AM IST** and ends on **29<sup>th</sup> September 2015 at 5.00 PM IST**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23<sup>rd</sup> September 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

<b>Bank Details</b>	<p>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>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **RSC International Ltd.** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

19. 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,  
Jhandelwalan 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)

20. The information to be provided under Clause 49 of the Listing Agreement with the Stock Exchanges pertaining to the Director proposed to be re-appointed at the Annual General Meeting is given as under:

Re-appointment of Mr. Ghyanchand Jain

Mr. Ghyanchand Jain, Managing Director of the Company, retires by rotation and being eligible, offers himself for re-appointment.

Mr. Ghyanchand Jain, is currently the Managing Director of the Company. He is a commerce graduate and having more than 25 years of experience in textile business. He holds 471230 equity shares of the company and is related to two directors, namely; Mrs. Alka Jain and Mr. Ankur Jain.

Your Directors recommend Resolution No. 2 as an Ordinary Resolution for approval of its Members.

Apart from Mr. Ghyanchand Jain, two directors, namely; Mrs. Alka Jain and Mr. Ankur Jain, none of the directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution.

21. Appointment of Statutory Auditor:  
Kamal Agrawal, Chartered Accountant (M. No. 43529) was appointed as the Statutory Auditor of the Company by the Board of Directors in their meeting held on 1<sup>st</sup> December 2014 to fill the casual vacancy caused by the resignation of erstwhile Statutory Auditor, M/s. Vimal Agarwal & Associates, Chartered Accountants and the said appointment was ratified by the members of the Company in the EOGM dated 27<sup>th</sup> February 2015.

In view of the above, the Board of Directors recommend ratification of the appointment of Kamal Agrawal, Chartered Accountant as the Statutory Auditor of the Company to hold office till the conclusion of the 23<sup>rd</sup> Annual General Meeting and to fix the remuneration payable to them for the financial year 2015-16, as mentioned at Item No. 3 of the Notice.

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

Place: Jaipur  
Date: 4<sup>th</sup> September 2015

**By order of the Board of Directors**

Registered Office: 66 Gangwal Park  
M. D. Road, Jaipur - 302 004

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