

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RSC INTERNATIONAL LIMITED WILL BE HELD ON THURSDAY, 28TH SEPTEMBER 2017 AT 2.00 P.M. AT: HOTEL SHIVA'S ROYAL, SINDHI CAMP, JAIPUR, TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the Report of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mrs. Alka Jain (DIN – 00498124) who retires by rotation and is eligible for re-appointment.
- 3) To ratify the Appointment of Auditor of the Company and fix their remuneration.

By order of the Board

**(Ghyanchand Jain)
Managing Director**

Place: Mumbai

Dated: 1st September 2017

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Proxy in the prescribed form No. MGT-11 as enclosed herewith, in order to be effective, should be deposited with the registered office of the company and stamped not less than 48 hours before the commencement of the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, will be available for inspection by the members at the meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. **Book Closure:** The Company has notified closure of Register of Members and Share Transfer Books from 22nd September 2017 to 28th September 2017 (both days inclusive).
9. **National Electronic Clearing Service (NECS):**
 - a) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
 - b) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.

Members can contact the Company or Registrar and Share Transfer for assistance in this regard.

- c) Members holding shares in physical form are advised to submit their PAN to the Company / M/s. Alankit Assignment Ltd.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Alankit Assignments Ltd., for consolidation into a single folio.
 12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 13. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.
 14. **Nomination Facility:** As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrar and Transfer Agents. Members holding shares in Electronic form may obtain the nomination forms from their respective depository participants.
 15. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for capturing the additional details is appended to the notice, Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective depository participants.
 16. Electronic copy of the Annual Report for 2016-17 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 2016-17 is being sent in the

permitted mode. Members may also note that the notice of the AGM and the annual report for the financial year 2016-2017 will also be available on the company's website www.rscltd.in for their download. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during normal business hours (9.00 am to 5.00 pm) on all working days upto and including the day of the AGM of the company.

17. To support the 'Green Initiative', the members who have not registered their email address are requested to register the same with the Company's Registrar and Share Transfer Agents/ Depositories.
18. Members desiring any information relating to Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
19. Process and manner for voting through electronic means:
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (LODR), 2015 (Listing Regulations), the members are provided facility to exercise their right to vote electronically, through e-voting services provided by CDSL on all the resolutions set forth in this Notice. In order to enable its members who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a Ballot Form are given at the back of the said form and instructions for e-voting are given herein below. Resolution(s) passed by members through Ballot Forms or e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
 - ii. The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
 - iii. The members who have cast their vote by remote e-voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - iv. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
 - v. In case a member is desirous of obtaining a duplicate Ballot Form, he/she/ they may send an email to rsccompliance@gmail.com by mentioning

their Folio / DP ID and Client ID number. However, the duly completed Ballot Form should reach the Scrutinizer, **Advocate Varun Sonawala**, not later than 27th September 2017, 5.00 p.m. Ballot Form received after this date will be treated as invalid.

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

- (i) The voting period begins on **25th September 2017 at 9.00 AM IST** and ends on **27th September 2017 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 **21st September 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

	Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

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

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

Alankit Assignments Ltd.

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

22. The information to be provided as per the provisions of the Companies Act, 2013, pertaining to the Director proposed to be re-appointed at the Annual General Meeting is given as under:

Re-appointment of Mrs. Alka Jain

Mrs. Alka Jain, Director of the Company, retires by rotation and being eligible, offers herself for re-appointment.

Mrs. Alka Jain, is currently a Director of the Company. She is having more than 10 years of experience in textile business. She holds 4,91,430 equity shares of the company and is related to two directors, namely; Mr. Ankur Jain and Mr. Gyan Chand Jain.

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

Apart from Mrs. Alka Jain, two directors, namely; Mr. Ankur Jain and Mr. Gyan Chand 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.

23. Ratification of Appointment of the Statutory Auditor:

Kamal Agrawal, Chartered Accountant (M. No. 43529) was appointed as the Statutory Auditor of the Company at the AGM dated 30th September 2015 from the conclusion of 22nd AGM till the conclusion of 26th AGM of the company to be held in 2020. However, as per the provisions of Section 139(1) of the Act, his appointment would be subject to ratification by the members in every annual general meeting during the said term.

In view of the above, the Board of Directors recommend ratification of the appointment of Mr. Kamal Agrawal, Chartered Accountant as the Statutory Auditor of the Company to hold office till the conclusion of the 25th Annual General Meeting and to fix the remuneration payable to them for the financial year 2017-18, as mentioned at Item No. 3 of the Notice.

24. 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 24th Annual General Meeting of the Company.

Place: Mumbai
Date: 1st September 2017
Registered Office: 66 Gangwal Park
M. D. Road, Jaipur - 302 004

By order of the Board of Directors

**Ghyanchand Jain
Managing Director**

Form No. MGT-11

Proxy Form

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

CIN:	L17124RJ1993PLC007136
Name of the Company:	RSC INTERNATIONAL LIMITED
Registered Office:	66, Gangwal Park, M.D. Road, Jaipur – 302004

Name of the member(s):	
Registered address;	
E-mail Id:	
Folio No. / Client Id:	
DI Id:	

I/ We, being the member (s) of Shares of the above named company, hereby appoint:

1. Name:	
Address:	
E-mail Id:	
Signature:	
Or failing him	
2. Name:	
Address:	
E-mail Id:	
Signature:	
Or failing him	
3. Name:	
Address:	
E-mail Id:	
Signature:	

As my /our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 24th Annual General Meeting of the company, to be held on the 28th September 2017 at 2.00 p.m. at Hotel Shiva's Royal, Sindhi Camp, Jaipur , and at adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval of the Financial Accounts for the year ended 31st March 2017.
2. Re-appointment of Mrs. Alka Jain – Director.
3. Ratification of the appointment of Mr. Kamal Agrawal as the Auditor of the Company.

Signed this day of 2017

Signature of the shareholder

Signature of the proxy holder(s)

Affix Revenue
Stamp

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

RSC INTERNATIONAL LIMITED
(CIN – L17124RJ1993PLC007136)
66, Gangwal Park, M.D. Road, Jaipur – 302004.

ATTENDANCE SLIP

Please bring this attendance slip and hand it over at the entrance of RSC International Limited, Hotel Shiva's Royal, Sindhi Camp, Jaipur.

Name of Shareholder(s) _____ Address _____ _____ _____	SEQUENCE NO. _____ DP ID*: _____ CLIENT ID*: _____ FOLIO NO.: _____
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*Applicable for investors holding shares in electronic form.

I, hereby record my presence at The Annual General Meeting at: Hotel Shiva's Royal, Sindhi Camp, Jaipur.

Signature of the Member or Proxy

No. of shares held