

RSC INTERNATIONAL LTD

CIN: L17124RJ1993PLC007136

Date: 02-09-2026

To,

Listing Department

BSE Limited

25th Floor Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai- 400001

Scrip Code: 530179

ISIN: INE015F01019

Subject: Submission of Annual Report along with Notice of 33rd Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2025-26, including the Notice convening the 33rd Annual General Meeting of the Company.

You are requested to kindly take the above information on record.

Thanking you,

Yours Faithfully,

For RSC International Limited

SHAILESH

AGRAWAL

Shailesh Agrawal

Managing Director

DIN: 06597393

Digitally signed by
SHAILESH AGRAWAL
Date: 2026.09.02 15:54:45
+05'30'

Encl: as above

Corp Office: 502, Orchid Plaza, Natakwala Lane, Behind Gokul Shopping Centre, Near Platform No.-8,
Borivali (W), Mumbai -400092. Tel: No. 8433936110, Mobile - 8433936101

Email: gyanrtl@hotmail.com, rscltd@gmail.com, Website: www.rscltd.in

Regd. Office: Plot No. 30, Sangam Colony, Opp. VKI Road No. 14, Sikar Road, Jaipur – 302 013 (Rajasthan)

**RSC
INTERNATIONAL
LIMITED**

**Annual Report
2025-2026**

BOARD AND MANAGEMENT

- Mr. Shailesh Agrawal – Managing Director
- Mr. Ramji Das Agrawal – Whole-time Director
- Mr. Ronak Mistry – Non-Executive Independent Director
- Ms. Shruti Thakkar – Non-Executive Independent Woman Director
- Ms. Vasantiben Menat – Non-Executive Independent Director

STATUTORY AUDITORS

M/s. D G M S & Co.
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Ajay Yadav & Associates
Practicing Company Secretaries

REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Limited
Alankit House, 2E/21,
Jhandewalan Extension,
New Delhi – 110055
Tel.: (011) 42541234 / 23541234
Fax: (011) 23552001
Email: info@alankit.com
Website: www.alankit.com

REGISTERED OFFICE

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

CORPORATE OFFICE

502, Orchid Plaza, Natakwalla Lane,
Behind Gokul Shopping Centre,
Borivali (West), Mumbai – 400092,
Maharashtra, India

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Corp & Admn. Office: 502, Orchid Plaza, Natakwala Lane, Behind Gokul Shopping Centre, Near Platform No.-8, Borivali (W), Mumbai -400092. Tel: No. 8433936110, Mobile - 8433936101
Email: gyanrtl@hotmail.com, rscinternational@gmail.com, Website: www.rscltd.in
Regd. Office: Plot No. 30, Sangam Colony, Opp. VKI Road No. 14, Sikar Road, Jaipur – 302 013 (Rajasthan)

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Third Annual General Meeting (“AGM”) of the Members of RSC INTERNATIONAL LIMITED will be held on Saturday, September 26, 2026 at 01:00 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.**

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members and laid before the Meeting, be and are hereby received, considered and adopted.”

- 2. To appoint a Director in place of Mr. Shailesh Agrawal (DIN: 06597393), who retires by rotation and, being eligible, offers himself for re-appointment.**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, **Mr. Shailesh Agrawal (DIN: 06597393)**, Managing Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. To appoint Statutory Auditors of the Company;**

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), made by the Board of Directors to fill the casual vacancy caused by the resignation of M/s. D G M S & Co., Chartered Accountants (Firm Registration No. 0112187W), be and is hereby approved.

RESOLVED FURTHER THAT M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

SPECIAL BUSINESS:

4. Alteration of the Object Clause and Adoption of Memorandum of Association as per the Companies Act, 2013;

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**;

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions, if any, as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association (“MOA”) of the Company, by substituting the existing Clause III(A) with the following new Clause III(A):

- a) To carry on the business as consultants in the field of portfolio management, investment consultants, shares, stock broking, sub-broking, mutual fund, commodities, management consultants, financial consultants, consultancy in marketing of financial products, project consultants, loan consultants, loan processing, insurance consultant, and to provide advice service, consultancy on matters relating to administration, management, organisational structure, commercial, legal, accounts, internal checks, direct or indirect taxes, corporate and other laws, man power planning, marketing, advertising market research and survey, getting foreign collaboration and technical collaboration through online or any other mode.
- b) To commence and carry on, as and when permitted by the IRDA and subject to the stipulations of the RBI; act as Corporate Agents (Composite) for Life, Health, and General Insurance companies in India as per the regulations applicable and prescribed by the IRDA from time to time and to carry on other business activities that may be carried on by corporate agents as per the norms and guidelines prevailing and applicable to Insurance Business as per the provisions of Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015.
- c) To commence and carry on, as and when permitted by the Central Government, all activities connected with all kinds of health insurance, general insurance, and life insurance, including motor, fire, marine, aviation, transit, motor vehicles, engineering, accident, including rural, livestock and crop insurances, medical insurances and miscellaneous insurances, providing general insurance coverage's, health insurance coverage's, life insurance coverage's, providing risk management consultancy services, coordinate with insurance companies, whether local or foreign, on coverages, to represent insurance companies whether national or foreign, to provide or arrange insurance coverage and/or reinsurance coverage within or outside the country and to provide general consultancy services like scrutiny of existing insurance coverages and insurances covering any liability under any law, convention or agreement and to act as agent, representative, surveyor, sub insurance agent, franchiser, consultant, advisor, collaborator, or otherwise to deal in all incidental and allied activities related to life, health and general insurance business.
- d) To carry on the business of mutual fund distribution and act as a mutual fund agent, distributor, or intermediary, whether individually or in association with other entities, for promoting, marketing, and selling units of mutual funds, schemes, or investment plans launched by any

Asset Management Company (AMC) or mutual fund house in India or abroad. To enter into agreements, contracts, or arrangements with any mutual fund agency, AMC, financial institution, bank, or regulatory authority for the purpose of mutual fund distribution, and to receive commissions, fees, incentives, or any other form of remuneration in connection therewith.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded for adoption of a new set of Memorandum of Association of the Company in conformity with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and for the purpose of aligning the Memorandum of Association of the Company with the format prescribed under Table A of Schedule I to the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby restructured and adopted in conformity with the provisions of the Companies Act, 2013. Consequently, the existing Clause III(C) (Other Objects) shall stand omitted and the relevant clauses thereunder, as approved by the Members, shall be incorporated under Clause III(B) (Matters which are necessary for furtherance of the objects specified in Clause III(A)), together with all consequential amendments, renumbering, cross-references and modifications.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority.”

**By Order of the Board
For RSC International Limited**

Sd/-
Mr. Shailesh Agrawal
Managing Director
DIN: 06597393

Place: Mumbai
Date: September 01, 2026

NOTES

1. The Ministry of Corporate Affairs (“MCA”), vide General Circular No. 03/2025 dated September 22, 2025 read with the circulars issued earlier in this regard (collectively referred to as the “MCA Circulars”), has permitted companies to conduct Annual General Meetings through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of Members at a common venue. Accordingly, the 33rd Annual General Meeting of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid circulars.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM . For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. The Notice of the AGM and the Annual Report for the Financial Year 2025-26 will also be available on the website of the Company at www.rscltd.in, the website of BSE Limited at www.bseindia.com and the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.
7. The Board of Directors of the Company has appointed M/s. Ajay Yadav & Associates, Practising Company Secretaries, represented by Mr. Ajay Yadav (Membership No. A75958 and Certificate of Practice No. 27919), as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 23rd September, 2026 at 9:30 A.M. and ends on 25th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 19th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see

	e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-

	Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve their User ID / Password are advised to use the 'Forgot User Details/Password?' option available on the aforesaid website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

1. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

2. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
5. Now, you will have to click on "Login" button.
6. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
-
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csaj.associates74@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email rscintl3301@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rscintl3301@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at

step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at rscintl3301@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request, mentioning their name, Demat Account Number / Folio Number, e-mail ID and mobile number, at rscintl3301@gmail.com on or before Saturday, September 19, 2026. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM, subject to availability of time.

**ADDITIONAL INFORMATION IN RESPECT OF ITEM NO. 2 – DETAILS OF DIRECTOR
SEEKING RE-APPOINTMENT**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings

Name of Director	Mr. Shailesh Agrawal
Current Designation	Managing Director
DIN of Director	06597393
Nationality	Indian
Date of Birth	14/03/1980
Age	46 Years
First appointment on Board	September 06, 2025
Qualification and Experience	Mr. Shailesh Agrawal holds an MBA in Finance and is a Promoter of the Company. He possesses experience and expertise in the areas of business management, finance and general administration.
Number of Board meetings attended FY:2025-26	3
Chairperson / Member of the Committees of the Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee -Member
Directorship in other Companies	1. Quantico Electric Limited 2. TFL Supereco Automotive Private Limited
Membership/ Chairmanship of Committees in other public companies as on 31 st March, 2026.	NIL
Shareholding in the Company as on 31 st March, 2026	Equity shareholding in the Company as on March 31, 2026: 12,08,151 Equity Shares
Relationship between directors inter se and other KMP of the Company	Mr. Shailesh Agrawal is the son of Mr. Ramji Das Agrawal.
Terms and conditions of appointment with details of remuneration last drawn	Appointed as Managing Director for a period of five years w.e.f. September 06, 2025, upon such terms and conditions as approved by the Members. Remuneration last drawn: Nil.
Listed Companies from which he resigned in the past three years	Nil

**ADDITIONAL INFORMATION IN RESPECT OF ITEM NO. 3 PURSUANT TO
REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

Item No. 3: To appoint Statutory Auditors of the Company;

M/s. D G M S & Co., Chartered Accountants (Firm Registration No. 0112187W), Statutory Auditors of the Company, tendered their resignation from the office of Statutory Auditors of the Company with effect from August 14, 2026, due to pre-occupation in other work and assignments, resulting in a casual vacancy in the office of Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on 31st August, 2026, appointed M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. D G M S & Co., subject to the approval of the Members of the Company.

The appointment of M/s. Kanu Doshi Associates LLP to fill the aforesaid casual vacancy shall be effective until the conclusion of the ensuing 33rd Annual General Meeting of the Company.

The Audit Committee and the Board of Directors, after considering the qualifications, experience, independence, competence and other relevant credentials of M/s. Kanu Doshi Associates LLP, have further recommended their appointment as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company.

M/s. Kanu Doshi Associates LLP has given its consent to act as the Statutory Auditors of the Company and has confirmed that its appointment, if made, would be within the limits prescribed under the Companies Act, 2013 and that it satisfies the criteria provided under Section 141 of the Act and the Companies (Audit and Auditors) Rules, 2014.

The details as required pursuant to Regulation 36(5) of the SEBI Listing Regulations are as under:

Name of the proposed Statutory Auditors	M/s. Kanu Doshi Associates LLP, Chartered Accountants
Brief Profile	M/s. Kanu Doshi Associates LLP is a firm of Chartered Accountants established in the year 1979 and provides professional services in the areas of Audit & Assurance, Taxation, Regulatory Advisory, Due Diligence, Internal Financial Controls and other allied services. The firm holds a Peer Review Certificate issued by the Institute of Chartered Accountants of India.
Term of Appointment	For a term of five consecutive years, commencing from the conclusion of the 33 rd Annual General Meeting until the conclusion of the 38 th Annual General Meeting of the Company.
Proposed Audit Fees	The remuneration payable to the Statutory Auditors shall be as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, plus applicable taxes and reimbursement of out-of-pocket expenses, if any.
Material Change in Fees	Not Applicable, since the remuneration payable to the Statutory Auditors shall be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.
Basis of Recommendation for Appointment	The Audit Committee and the Board of Directors considered various factors including the professional experience of the firm, qualifications and experience of its partners, audit experience, independence, technical competence, capability and ability to service the requirements of the Company.
Credentials of the Proposed Statutory Auditors	M/s. Kanu Doshi Associates LLP is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India bearing Firm Registration No. 104746W/W100096. The firm has extensive professional experience in audit and assurance, taxation, regulatory advisory, due diligence, internal financial controls and allied professional services and holds a valid Peer Review Certificate issued by ICAI.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 4.

Item No 4: Alteration of the Object Clause and Adoption of Memorandum of Association as per the Companies Act, 2013;

The existing Clause III(A) of the Memorandum of Association (“MOA”) of the Company is proposed to be substituted in its entirety with a revised Clause III(A) in order to align the objects of the Company with its proposed business activities, future expansion plans, strategic growth initiatives and diversification of business operations. Further, the Company proposes to adopt a new set of Memorandum of Association in conformity with the provisions of the Companies Act, 2013.

The Board of Directors of the Company, at its meeting held on 01st September, 2026, considered and approved the proposal for alteration of the Object Clause of the Memorandum of Association of the Company, subject to approval of the Members and such other regulatory/statutory approvals, if any, as may be required.

The proposed alteration would enable the Company to undertake new business activities and opportunities more effectively and efficiently and would facilitate the expansion of the operational and business scope of the Company in line with its long-term business objectives and strategic direction. Further, the revised Clause III(A) of the Memorandum of Association of the Company is set out below:

- a) To carry on the business as consultants in the field of portfolio management, investment consultants, shares, stock broking, sub-broking, mutual fund, commodities, management consultants, financial consultants, consultancy in marketing of financial products, project consultants, loan consultants, loan processing, insurance consultant, and to provide advice service, consultancy on matters relating to administration, management, organisational structure, commercial, legal, accounts, internal checks, direct or indirect taxes, corporate and other laws, man power planning, marketing, advertising market research and survey, getting foreign collaboration and technical collaboration through online or any other mode.
- b) To commence and carry on, as and when permitted by the IRDA and subject to the stipulations of the RBI; act as Corporate Agents (Composite) for Life, Health, and General Insurance companies in India as per the regulations applicable and prescribed by the IRDA from time to time and to carry on other business activities that may be carried on by corporate agents as per the norms and guidelines prevailing and applicable to Insurance Business as per the provisions of Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015.
- c) To commence and carry on, as and when permitted by the Central Government, all activities connected with all kinds of health insurance, general insurance, and life insurance, including motor, fire, marine, aviation, transit, motor vehicles, engineering, accident, including rural, livestock and crop insurances, medical insurances and miscellaneous insurances, providing general insurance coverage's, health insurance coverage's, life insurance coverage's, providing risk management consultancy services, coordinate with insurance companies, whether local or foreign, on coverages, to represent insurance companies whether national or foreign, to provide or arrange insurance coverage and/or reinsurance coverage within or outside the country and to provide general consultancy services like scrutiny of existing insurance coverages and insurances covering any liability under any law, convention or agreement and to act as agent, representative, surveyor, sub insurance agent, franchiser, consultant, advisor, collaborator, or

otherwise to deal in all incidental and allied activities related to life, health and general insurance business.

- d) To carry on the business of mutual fund distribution and act as a mutual fund agent, distributor, or intermediary, whether individually or in association with other entities, for promoting, marketing, and selling units of mutual funds, schemes, or investment plans launched by any Asset Management Company (AMC) or mutual fund house in India or abroad. To enter into agreements, contracts, or arrangements with any mutual fund agency, AMC, financial institution, bank, or regulatory authority for the purpose of mutual fund distribution, and to receive commissions, fees, incentives, or any other form of remuneration in connection therewith.

Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules framed thereunder, alteration of the Object Clause of the Memorandum of Association requires approval of the Members of the Company by way of Special Resolution.

The draft amended Memorandum of Association containing the revised Object Clause and the new set of Memorandum of Association proposed to be adopted as per the Companies Act, 2013 shall be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members.

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty-Third Annual Report of RSC International Limited ("the Company") together with the Audited Standalone Financial Statements for the financial year ended March 31, 2026.

1. FINANCIAL RESULTS

The financial performance of the Company for the financial year ended March 31, 2026, as compared with the previous financial year, is summarized below:

(Rs. in Lakhs)

Particulars	Financial Year 2025-26	Financial Year 2024-25
Total Income	9.91	156.01
Total Expenses	41.52	182.11
Profit / (Loss) Before Tax	(31.61)	(26.10)
Tax Expense	Nil	Nil
Profit / (Loss) After Tax	(31.61)	(26.10)
Other Comprehensive Income	Nil	Nil
Total Comprehensive Income / (Loss)	(31.61)	(26.10)

During the year under review, the Company recorded total income of Rs. 9.91 Lakhs as against Rs. 156.01 Lakhs in the previous financial year. The Company incurred a net loss of Rs. 31.61 Lakhs during the year as compared to a net loss of Rs. 26.10 Lakhs in the preceding financial year.

2. STATE OF COMPANY'S AFFAIRS

The Company continued to carry on its business activities in accordance with the objects set out in the Memorandum of Association of the Company.

During the year under review, the Company continued to focus on stabilising its operations, strengthening its financial position and exploring suitable opportunities for diversification and sustainable growth. The Company incurred a loss during the financial year; however, the management remains focused on improving the operational performance and exploring suitable business opportunities for the future.

3. RESERVES AND SURPLUS

In view of the loss incurred during the financial year under review, no amount has been transferred to the General Reserve or any other reserve out of the profits of the Company.

4. DIVIDEND

In view of the losses incurred during the financial year under review and the accumulated losses of the Company, the Board of Directors has not recommended any dividend on the Equity Shares of the Company for the financial year ended March 31, 2026.

5. CHANGE IN THE NATURE OF BUSINESS

During the financial year under review, there was no change in the nature of business of the Company. The Company continued to carry on its existing business activities and explore opportunities for diversification and growth.

6. SHARE CAPITAL

During the Financial Year 2025-2026:

- a) The Company has not issued any equity shares with differential rights.
- b) The Company has not issued any Sweat Equity Shares.
- c) The Company has not issued any Employee Stock Options.
- d) There was no change in the issued, subscribed and paid-up equity share capital of the Company during the year under review. The issued, subscribed and paid-up equity share capital of the Company as at March 31, 2026 stood at Rs. 5,74,97,000/- comprising 57,49,700 Equity Shares of Rs. 10/- each, fully paid-up.

During the financial year under review, the Open Offer process arising pursuant to the Share Purchase Agreement dated January 20, 2025 entered into between Mr. Shailesh Agrawal (“Acquirer 1”), Mr. Ramji Das Agrawal (“Acquirer 2”) and the erstwhile Promoters / Promoter Group of the Company was undertaken in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”). Pursuant to the said Share Purchase Agreement, the Acquirers had agreed to acquire an aggregate of 21,30,678 Equity Shares, representing 37.06% of the voting share capital of the Company, comprising 10,65,339 Equity Shares each by Acquirer 1 and Acquirer 2.

Consequent to the aforesaid acquisition and pursuant to Regulations 3(1) and 4 of the SEBI SAST Regulations, the Acquirers made an Open Offer to acquire up to 14,94,922 Equity Shares, representing 26.00% of the total voting share capital of the Company, from the public shareholders at an offer price of Rs. 9.50 per Equity Share, payable in cash.

The Public Announcement in respect of the Open Offer was made on January 20, 2025 and the Detailed Public Statement was published on January 24, 2025. SEBI issued its observation letter on May 30, 2025. The Letter of Offer was dated June 09, 2025 and the tendering period for the Open Offer commenced on June 17, 2025 and concluded on July 01, 2025.

Pursuant to completion of the transactions contemplated under the Share Purchase Agreement and the Open Offer, there was a change in control and management of the Company. Mr. Shailesh Agrawal and Mr. Ramji Das Agrawal became the Promoters / persons in control of the Company in accordance with the applicable provisions of the SEBI SAST Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Consequent upon the change in control, the Board of Directors of the Company was reconstituted during the year under review.

The Company has made the requisite disclosures and intimations in relation to the aforesaid Open Offer and consequent change in control in accordance with the applicable provisions of the SEBI SAST Regulations, the SEBI Listing Regulations and other applicable laws.

7. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report, except as otherwise disclosed in this Report.

8. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year ended March 31, 2026 will be available on the website of the Company at www.rscltd.in.

9. LISTING AT STOCK EXCHANGE

The Equity Shares of the Company are listed on BSE Limited ("BSE").

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year under review, pursuant to the change in control and management of the Company, the following changes took place in the composition of the Board of Directors of the Company:

Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shailesh Agrawal (DIN: 06597393), Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

Appointments:

- Mr. Ramji Das Agrawal (DIN: 06675176) was appointed as an Additional Director in the category of Whole-time Director / Executive Director with effect from 6th September, 2025.
- Mr. Shailesh Agrawal (DIN: 06597393) was appointed as an Additional Director and Managing Director of the Company with effect from 6th September, 2025, for a period of five years.
- Ms. Shruti Thakkar (DIN: 10131239) was appointed as an Additional Director in the category of Non-Executive Independent Woman Director with effect from 6th September, 2025, for a period of five years.
- Mr. Ronak Mistry (DIN: 08782781) was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from 6th September, 2025, for a period of five years.
- Ms. Vasantiben Menat (DIN: 10337501) was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from 6th September, 2025, for a period of five years.

The aforesaid appointments were subsequently approved by the Members at the 32nd Annual General Meeting held on 30th September, 2025.

Resignations:

- Mr. Gyan Chand Jain (DIN: 00498094) resigned as Managing Director and Director with effect from 6th September, 2025.
- Mr. Ankur Jain (DIN: 01129847) resigned as Non-Executive Director with effect from 6th September, 2025.
- Mrs. Alka Jain (DIN: 00498124) resigned as Non-Executive Director with effect from 6th September, 2025.
- Mr. Jitendra Bansal (DIN: 02292667) resigned as Non-Executive Independent Director with effect from 6th September, 2025.
- Mr. Vinod Mishra (DIN: 08581720) resigned as Non-Executive Independent Director with effect from 6th September, 2025.
- Mr. Subhash Jain (DIN: 08581079) resigned as Non-Executive Independent Director with effect from 6th September, 2025.

Key Managerial Personnel:

During the financial year under review, the following changes took place in the Key Managerial Personnel of the Company:

- Mr. Ankur Jain resigned from the position of Chief Financial Officer of the Company with effect from 6th September, 2025. His resignation covered both the position of Director and CFO.
- Mr. Deepak Kumar Goyal (FCS: 24424) resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 6th September, 2025
- Ms. Ramdulari Saini (ACS: 44908) was appointed as Company Secretary and Compliance Officer of the Company with effect from 14th November, 2025.
- Mr. Chandresh Joshi was appointed as Chief Financial Officer of the Company with effect from 31st December, 2025.

11. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence prescribed under Section 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to Section 178 of the Act and the applicable provisions of the SEBI Listing Regulations, the Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel, Senior Management and other employees. The Policy, inter alia, lays down criteria for determining qualifications, positive attributes and independence of Directors and matters relating to appointment, removal, remuneration and performance evaluation.

13. NUMBER OF BOARD MEETINGS

During the financial year 2025-26, the Board of Directors met Seven (7) times. The gap between any two meetings did not exceed the period prescribed under the Companies Act, 2013 and the applicable Secretarial Standards.

The details of the meetings of the Board of Directors held during the year are as under:

Sr. No	Date of Meeting
1.	22-05-2025
2.	30-05-2025
3.	14-08-2025
4.	06-09-2025
5.	14-11-2025
6.	31-12-2025
7.	12-02-2026

The Board has constituted the following Committees in accordance with the applicable provisions of the Companies Act, 2013:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

Audit Committee:

During the year under review, the Audit Committee met Five (5) times. The dates of the meetings are as follows:

Sr. No	Date of Meeting
1.	22-05-2025
2.	30-05-2025
3.	14-08-2025
4.	14-11-2025
5.	12-02-2026

The Committee comprised the following members as on 31st March, 2026:

Sr No	Name of the member	Designation
1.	Mr. Ronak Mistry	Chairperson, Non-Executive Independent Director
2.	Ms. Vasantiben Menat	Member, Non-Executive Independent Director
3.	Ms. Shruti Thakkar	Member, Non-Executive Independent Woman Director
4.	Mr. Shailesh Agrawal	Member, Managing Director

Nomination and Remuneration Committee:

During the year under review, the Nomination and Remuneration Committee met once on 06th September, 2025.

The Committee comprised the following members as on 31st March, 2026:

Sr No	Name of the member	Designation
1.	Mr. Ronak Mistry	Chairperson, Non-Executive Independent Director
2.	Ms. Vasantiben Menat	Member, Non-Executive Independent Director
3.	Ms. Shruti Thakkar	Member, Non-Executive Independent Woman Director

Stakeholders' Relationship Committee:

During the year under review, the Stakeholders' Relationship Committee met once on 12th February, 2026.

The Committee comprised the following members as on 31st March, 2026:

Sr No	Name of the member	Designation
1.	Ms. Shruti Thakkar	Chairperson, Non-Executive Independent Woman Director
2.	Mr. Shailesh Agrawal	Member, Managing Director
3.	Mr. Ronak Mistry	Member, Non-Executive Independent Director

14. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the performance of individual Directors and that of its Committees.

The Independent Directors separately reviewed the performance of the Non-Independent Directors, the Board as a whole and the Chairperson of the Company. They also assessed the quality, quantity and timeliness of the flow of information between the Company's Management and the Board.

The Board expressed satisfaction with the evaluation process and its outcomes.

15. RISK MANAGEMENT

The Company has a risk management framework commensurate with the nature and size of its operations for identification, assessment, monitoring and mitigation of material risks. The Board periodically reviews the principal risks affecting the Company and the measures taken to mitigate such risks.

16. VIGIL MECHANISM

Pursuant to Section 177 of the Act and the applicable provisions of the SEBI Listing Regulations, the Company has established a Vigil Mechanism / Whistle Blower Policy for Directors, employees and other stakeholders to report genuine concerns, unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides adequate safeguards against victimisation and provides access to the Chairperson of the Audit Committee in appropriate cases.

17. HOLDING, SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

The Company did not have any subsidiary, associate or joint venture company during the financial year under review. Accordingly, the requirement of furnishing a statement containing salient features of the financial statements of subsidiaries, associates and joint ventures in Form AOC-1 is not applicable.

18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments, if any, covered under Section 186 of the Act are disclosed in the notes to the financial statements. The Company has complied with the applicable provisions of Section 186 of the Act during the year under review.

19. RELATED PARTY TRANSACTIONS

All Related Party Transactions entered into by the Company during the financial year under review were in the ordinary course of business and on an arm's length basis and were placed before the Audit Committee and/or the Board of Directors for approval, wherever applicable.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are disclosed in Form AOC-2, which is annexed to this Report.

20. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place internal financial controls commensurate with the size and nature of its operations. The controls are designed to provide reasonable assurance regarding reliability of financial reporting, safeguarding of assets, prevention and detection of frauds and errors, compliance with applicable laws and orderly conduct of business. The Audit Committee and the Board periodically review the adequacy and effectiveness of the internal financial control systems.

21. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34(2)(e) read with Schedule V of the SEBI Listing Regulations, the Management Discussion and Analysis Report forms an integral part of this Annual Report and is annexed separately.

22. CORPORATE GOVERNANCE

Pursuant to Regulation 15(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions relating to Corporate Governance as specified under Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of the SEBI Listing Regulations are not applicable to the Company, as the paid-up equity share capital and net worth of the Company did not exceed the prescribed thresholds as on the last day of the previous financial year.

Accordingly, the requirement of providing a separate Corporate Governance Report for the financial year ended March 31, 2026 is not applicable to the Company.

23. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

The disclosures relating to remuneration and other particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided separately and form part of this Annual Report.

24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of sexual harassment at the workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

During the financial year ended March 31, 2026:

- Complaints received – Nil
- Complaints disposed of – Nil
- Complaints pending for more than 90 days Nil

25. MATERNITY BENEFIT

The Company affirms that it has complied with the applicable provisions of the Maternity Benefit Act, 1961 / the Code on Social Security, 2020 and has extended the prescribed statutory benefits to eligible employees, wherever applicable.

26. DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the Directors had 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 loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. AUDITORS

Statutory Auditors and Auditor's Report

M/s. D G M S & Co., Chartered Accountants (Firm Registration No. 0112187W), were the Statutory Auditors of the Company during the financial year ended March 31, 2026.

The Statutory Auditors have expressed a Qualified Opinion on the Standalone Financial Statements of the Company for the financial year ended March 31, 2026. The qualification relates to the preparation of accounts on a going concern basis despite erosion in the net worth of the Company and the Company incurring cash losses for several years.

Board's Explanation on the Qualification:

The Company is making losses and, with the infusion of funds from the Promoter Group, is able to manage and sustain its operations. However, the Company is working towards its development. The Management is hopeful and confident that in future the Company will prosper with diversification of business activities. Looking to the fair accounting policy, the Company will comply with the applicable provisions in due course.

The Auditor's Report together with the Statement on Impact of Audit Qualifications forms part of the Annual Report.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed M/s. Ajay Yadav & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year 2025-26. The Secretarial Audit Report in Form MR-3 forms part of this Annual Report.

The observations made by the Secretarial Auditor in the Secretarial Audit Report are self-explanatory. The Board has taken note of the observations and has advised the Management to

strengthen the internal compliance mechanism and to ensure timely and proper compliance with all applicable statutory and regulatory requirements in future.

Internal Auditor

Pursuant to Section 138 of the Act read with the Companies (Accounts) Rules, 2014, M/s. Sidharth Shah & Associates acted as the Internal Auditor of the Company for the financial year 2025-26.

28. SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, namely Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2).

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

The particulars required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are as follows:

A. Conservation of Energy

The operations of the Company are not energy intensive. Nevertheless, the Company continues to take reasonable measures to conserve energy and optimise the use of resources in its operations.

B. Technology Absorption

Not applicable, having regard to the nature of the Company's business and operations during the year under review.

C. Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings: **Nil** | Foreign Exchange Outgo: **Nil**

30. ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to maintaining a safe and healthy work environment and to conducting its activities in an environmentally responsible manner. Considering the nature and scale of operations, the environmental impact of the Company's activities is limited; nevertheless, appropriate measures are taken to ensure employee well-being, workplace safety and responsible use of resources.

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS

During the financial year under review, no significant or material orders were passed by any regulator, court or tribunal which would impact the going concern status of the Company or its future operations.

32. STATEMENT ON OTHER COMPLIANCES

- a) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Rules made thereunder during the financial year under review.
- b) No application was made and no proceeding was pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the financial year under review.
- c) There was no instance of a one-time settlement with any Bank or Financial Institution during the financial year under review. Accordingly, the disclosure relating to the difference between the amount of valuation done at the time of one-time settlement and the valuation done while taking loan from Banks or Financial Institutions is not applicable.
- d) The Company does not fall within the criteria prescribed under Section 135 of the Companies Act, 2013 for applicability of the Corporate Social Responsibility provisions. Accordingly, the provisions relating to constitution of a CSR Committee and expenditure on CSR activities were not applicable during the financial year under review.

- e) The Company has not issued any debentures, bonds, warrants or other convertible securities during the financial year under review.
- f) The Company has not provided any money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- g) The Company does not have any Holding, Subsidiary, Associate or Joint Venture Company and accordingly, the disclosures applicable in this regard are not applicable.
- h) No fraud has been reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 during the financial year under review.

33. ACKNOWLEDGEMENT

The Board of Directors places on record its sincere appreciation for the continued co-operation and support received from the shareholders, bankers, Government and regulatory authorities, business associates, employees and all other stakeholders of the Company.

**By Order of the Board
For RSC International Limited**

Sd/-

Shailesh Agrawal

Managing Director

DIN: 06597393

Place: Mumbai

Date: September 01, 2026

ANNEXURE-I

Management Discussion and Analysis Report for the Financial Year ended 31st March, 2026

(A) INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company operates in the textile and fabric sector. The principal objects of the Company, inter alia, permit the Company to carry on the business of manufacturing, processing, buying, selling, importing, exporting, distributing and dealing in yarn, fibers, fabrics, textiles, garments, industrial fabrics and other allied textile products.

The Indian textile and apparel industry is an important sector of the Indian economy, supported by a large domestic consumer base, established manufacturing capabilities and opportunities in domestic as well as international markets. The performance of the industry is influenced by factors such as consumer demand, movement in raw material and fabric prices, availability of working capital, competition, changes in consumer preferences and overall economic conditions.

During the financial year under review, the Company continued to undertake business activities within its permitted objects and remained focused on opportunities relating to fabrics, textiles and allied products. The Company continues to evaluate commercially viable opportunities for strengthening and expanding its business operations.

(B) OPPORTUNITIES AND THREATS

OPPORTUNITIES

- Growth in domestic demand for fabrics, textiles and apparel;
- Opportunities in trading, distribution and supply of textile and allied products;
- Scope for expanding the customer and supplier network;
- Opportunities in import and export of fabrics, yarn, fibres and allied textile products;
- Scope for undertaking processing, job-work and other allied textile activities in accordance with the objects of the Company; and
- Opportunities to diversify within the textile value chain and allied activities permitted under the Memorandum of Association.

THREATS

- Volatility in prices of fabrics, yarn and other textile inputs;
- Intense competition and pressure on trading margins;
- Fluctuation in domestic and international demand;
- Working capital and liquidity constraints;
- Credit and counterparty risks;
- Changes in taxation and regulatory requirements; and
- General economic and market conditions affecting the textile sector.

(C) SEGMENT-WISE / PRODUCT-WISE PERFORMANCE

The Company operates in a single business segment and accordingly separate segment-wise information is not required to be reported.

During the financial year under review, the Company continued its activities relating to fabrics/textiles and evaluated opportunities within the textile and allied business permitted under its Memorandum of Association.

(D) OUTLOOK

The Company intends to focus on strengthening its existing operations and exploring commercially viable opportunities in the textile and fabric business.

The Company's Memorandum of Association provides a broad scope within the textile value chain, including manufacturing, processing, trading, distribution, import, export and dealing in fabrics, yarn, fibres, garments and allied textile products. The management will continue to evaluate opportunities within these permitted activities depending upon market conditions, availability of resources and commercial feasibility.

The management remains focused on improving operational performance, managing working capital prudently and pursuing opportunities that may contribute to the long-term growth of the Company.

(E) RISKS AND CONCERNS

The Company is exposed to various business and financial risks including:

- Market demand and price volatility in the textile and fabric sector;
- Working capital and liquidity risks;
- Credit and counterparty risks;
- Competitive pressures and fluctuations in trading margins;
- Regulatory and taxation risks;
- Risks associated with import/export activities, wherever undertaken;
- General economic and market uncertainties; and
- Risk arising from continued losses and erosion in net worth.

The Company endeavours to identify and monitor material risks on an ongoing basis and takes appropriate measures, commensurate with the nature and scale of its operations, to mitigate such risks.

(F) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal control framework commensurate with the size, nature and complexity of its operations.

The internal controls are designed to provide reasonable assurance regarding safeguarding of assets, proper authorisation and recording of transactions, reliability of financial reporting and compliance with applicable laws, regulations and internal policies.

The Audit Committee and the Board of Directors periodically review the adequacy and effectiveness of the internal control systems and recommend improvements wherever considered necessary.

(G) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the financial year under review, the Company recorded Total Income of Rs. 9.91 Lakhs as compared to Rs. 156.01 Lakhs in the preceding financial year.

The Company incurred a Loss After Tax of Rs. 31.61 Lakhs during FY 2025-26 as compared to a loss of Rs. 26.10 Lakhs during FY 2024-25.

The Company's financial performance during the year remained subdued. The management continues to focus on strengthening business operations, improving liquidity and identifying suitable business opportunities within the objects of the Company.

(H) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

Human resources continue to be an important asset of the Company. The Company strives to maintain a professional, ethical and healthy work environment and encourages a culture of integrity, teamwork and responsibility.

During the financial year under review, industrial relations remained cordial. The Company continued to focus on maintaining harmonious employee relations and an appropriate working environment commensurate with the nature and scale of its operations.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, expectations, projections, estimates and predictions may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to various factors including economic conditions, market demand, price volatility, liquidity, competition, regulatory changes and other risks beyond the control of the Company. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

i. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

The details of key financial ratios, including significant changes of 25% or more as compared to the immediately preceding financial year and explanations therefor, wherever applicable, are disclosed in the Notes to the Financial Statements forming part of this Annual Report.

ii. DETAILS OF ANY CHANGES IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

The Company incurred losses during the financial year and its net worth as at 31st March, 2026 was negative. Accordingly, return on Net Worth is not considered meaningful for comparative analysis for the financial year under review.

iii. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has followed the applicable Indian Accounting Standards in the preparation of its financial statements. No treatment different from that prescribed under the applicable Accounting Standards has been followed during the financial year under review.

CONCLUSION

The Company remains focused on strengthening its business operations, improving financial performance, maintaining prudent risk management and exploring sustainable business opportunities with a view to creating long-term value for its stakeholders.

On behalf of the Board of Directors
For RSC International Limited

Sd/-

Mr. Shailesh Agrawal

Managing Director

DIN: 06597393

Date: September 01, 2026

Place: Mumbai

ANNEXURE-II

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

a) Ratio of remuneration of each Director to the median remuneration of employees

No remuneration was paid to any Director during the financial year under review. Accordingly, the ratio of remuneration of each Director to the median remuneration of employees is not applicable.

b) Percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any

Name	Designation	Period during FY 2025-26	Remuneration (Rs.)	% Increase / (Decrease)
Mr. Ankur Jain	Chief Financial Officer	Up to 06-09-2025	Nil	N.A.
Deepak Kumar Goyal	Company Secretary & Compliance Officer	01-04-2025 to 06-09-2025	Rs. 1,20,000/-	N.A.
Ramdulari Saini	Company Secretary & Compliance Officer	14-11-2025 to 31-03-2026	Rs. 1,20,000/-	N.A.
Chandresh Joshi	Chief Financial Officer	31-12-2025 to 31-03-2026	Nil	N.A.

Note: Since the incumbents holding the positions of Chief Financial Officer and Company Secretary changed during the financial year and held office for different periods, the percentage increase/decrease in remuneration is not comparable on a like-to-like basis and has accordingly been stated as Not Applicable.

c) Percentage increase/(decrease) in the median remuneration of employees in the financial year

Considering the limited employee base of the Company and the changes in the employees / Key Managerial Personnel during the financial year under review, the percentage increase/decrease in median remuneration as compared to the immediately preceding financial year is not comparable on a like-to-like basis and accordingly has been stated as Not Applicable.

d) Number of permanent employees

The total number of permanent employees on the rolls of the Company as on 31st March, 2026 was two (2), comprising the Chief Financial Officer and the Company Secretary.

e) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof.

Considering the limited employee base of the Company and changes in the Key Managerial Personnel during the financial year under review, comparison of the average percentage increase in the salaries of employees other than the managerial personnel with the percentage increase in managerial remuneration is not meaningful and accordingly not applicable.

f) Affirmation

The Company affirms that the remuneration paid during the financial year was in accordance with the Remuneration Policy of the Company.

Statement pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. No employee was in receipt of remuneration of Rs. 1,02,00,000 or more during the financial year under review.
2. No employee was in receipt of remuneration at the rate of Rs. 8,50,000 per month or more for any part of the financial year under review.
3. No employee was in receipt of remuneration in excess of that drawn by the Managing Director or Whole-time Director or Manager and held, either by himself / herself or together with spouse and dependent children, not less than two percent of the equity shares of the Company.

On behalf of the Board of Directors

For RSC International Limited

Sd/-

Mr. Shailesh Agrawal

Managing Director

DIN: 06597393

Date: September 01, 2026

Place: Mumbai

OTHER DISCLOSURES PURSUANT TO SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

A. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT:

In terms of Regulation 39 of the Listing Regulations the Company reports the following details in respect of equity shares lying in the suspense Account.

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate Number of Shareholders and the outstanding shares in the Suspense Account at the beginning.	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from the suspense account during the financial year	Nil	Nil

B. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

During the financial year under review, the Company has not entered into any agreement requiring disclosure under Para G of Schedule V read with Regulation 30A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On behalf of the Board of Directors
For RSC International Limited

Sd/-
Mr. Shailesh Agrawal
Managing Director
DIN: 06597393
Date: September 01, 2026
Place: Mumbai

Annexure – III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

a)	Name(s) of the related party and nature of relationship	The Company has not entered into any transaction which is not at an arm's length basis.
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Name of Related Party & Relationship	Nature of Transaction	Duration	Salient Terms / Value of Transaction	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Date of Approval by Board / Audit Committee
1.	Mascot Fashions Private Limited – Company under same management / Directors are common	Rent Paid	During FY 2025-26	Rs. 60,000/-	Nil	NA	22-05-2025
2.	Mascot Fashions Private Limited – Company under same management / Directors are common	Purchase	During FY 2025-26	Rs. 6,900/-	Nil	NA	22-05-2025
3.	MFPL Tex Private Limited – Company under same management / Directors are common	Sales	During FY 2025-26	Rs. 9,910/-	Nil	NA	22-05-2025

On behalf of the Board of Directors
For RSC International Limited

Sd/-

Mr. Shailesh Agrawal

Managing Director

DIN: 06597393

Date: September 01, 2026

Place: Mumbai



AJAY YADAV & ASSOCIATES

Practicing Company Secretary

Peer Reviewed Firm

{ACS, LL.B. (Gen) M.com}

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2026

[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

R S C INTERNATIONAL LIMITED

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by R S C International Limited ("the Company"). The Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the Company's corporate conduct and statutory compliances and for expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes book, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026, 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 R S C International Limited for the financial year ended 31st March, 2026 in accordance with the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). 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;



AJAY YADAV & ASSOCIATES

Practicing Company Secretary

Peer Reviewed Firm

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- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Applicable during the year under review);**
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the year under review);**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable during the financial year under review)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **(Not Applicable during the year under review);**
 - f) 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.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the year under review)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable during the financial year under review)**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable provisions and clauses of the following:

- (i). Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii). The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review as per explanation and clarification given to me and the representation made by management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Except for the following.

1. The Company has made delayed filing of certain statutory forms with the Registrar of Companies beyond the prescribed timelines.
2. The Company had delayed submission of the Shareholding Pattern for the quarter ended 30th June, 2025 to BSE Limited, for which a penalty of Rs. 2,10,000/- was levied by BSE Limited. The Company has paid the said penalty.
3. The Company did not comply with the prescribed timeline for prior intimation of the rescheduled Board Meeting held on 30th May, 2025, resulting in a delay of one working day under Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Company did not make the requisite newspaper publication of the Financial Results for the financial year ended 31st March, 2025.



AJAY YADAV & ASSOCIATES

Practicing Company Secretary

Peer Reviewed Firm

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5. The Company did not make the requisite newspaper publication of the Financial Results for the quarter ended 30th June, 2025.
6. The website of the Company was not updated in accordance with the applicable requirements of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. The Company has not filed the Annual Report in XBRL mode with BSE Limited as required pursuant to BSE Circular No. LIST/COMP/40/2018-19 dated 08th February, 2019 read with BSE Circular No. LIST/COMP/13/2019-20 dated 16th May, 2019.

I further report that,

- All changes in the composition of the Board of Directors that took place during the period under review were in compliance with the provisions of the Companies Act, 2013, except as specifically mentioned elsewhere in this Report.
- Adequate notice was 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 existed for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decisions were carried through, while the dissenting members' views, if any, were duly recorded as part of the minutes.

I further report that the Company has, in my opinion, adequate systems and processes commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Ajay Yadav & Associates,
Company Secretaries**

Place: Mumbai
Date: 01-09-2026
UDIN: A075958H001344995
Peer Review No: 6676/2025

Ajay Yadav
Proprietor
M. No.: A75958
C. P. No.: 27919



AJAY YADAV & ASSOCIATES

Practicing Company Secretary

Peer Reviewed Firm

{ACS, LL.B. (Gen) M.com}

Annexure-A

To,
The Members
R S C INTERNATIONAL LIMITED
Plot No. 30, Sangam Colony, Opposite VKI Road No. 14,
Sikar Road, Jaipur, Jaipur, Rajasthan, India, 302013

My report of even date is to be read in conjunction with this Annexure:

1. The maintenance of Secretarial Records 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was carried out on a test-check basis to ensure that correct facts are reflected in the Secretarial Records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of account of the Company.
4. Wherever required, I have obtained the Management's representation regarding compliance with applicable laws, rules and regulations and the occurrence of events and transactions.
5. The compliance with the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the Management. My examination was limited to the verification of procedures on a test-check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For Ajay Yadav & Associates,
Company Secretaries**

Place: Mumbai
Date: 01-09-2026
UDIN: A075958H001344995
Peer Review No: 6676/2025

Ajay Yadav
Proprietor
M. No.: A75958
C. P. No.: 27919

INDEPENDENT AUDITOR'S REPORT

TO MEMBERS OF RSC INTERNATIONAL LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Ind AS Financial Statement of **RSC International Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the statement of Profit & Loss Account (including the statement of other Comprehensive Income), the statement of Cash Flows and the statement of Changes in Equity for the year ended and notes to the Standalone Ind AS Financial Statement including summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the "Basis for Qualified Opinion" paragraph of our report, the aforesaid Standalone Ind AS 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 Companies (Indian Accounting Standards) Rule, 2015, as amended (Ind AS) and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31st March 2026 and its Loss, Total Comprehensive Loss, its Cash Flows and the Changes in Equity for the year ended on that date.

Basis of Qualified Opinion

We draw attention to the matters described below, the effect of which, individually or in aggregate, are material, but not pervasive, to the Standalone Ind AS Financial Statement and matters where we are unable to obtain sufficient and appropriate audit evidence. The effects of matters described below, which could be reasonably determined, are quantified and given therein.

The Company continues to prepare its account as going concern basis, despite facts that-

- a) There is an erosion in Net worth of the Company.
- b) Company is incurring cash losses for last many years.

Our opinion is qualified in respect of above matters.

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with Standards on Auditing (SAs) 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 Standalone Ind AS Financial Statements' paragraph 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 Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Standalone Ind AS Financial Statements.

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.

There are no Key Audit Matters.

Information Other than the Standalone Ind AS 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief where 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 appears from our examination of those books;
 - c. The Balance Sheet and Statement of Profit and Loss including Other Comprehensive Income Statement of Cash Flow and Statement of Changes in Equity dealt with this report are in agreement with the books of account;



- d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Ind AS specified in section 133 of the Act, read with relevant rule issued thereunder.
- e. On the basis of written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, 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 operating effectiveness of such controls, referred to our separate report in "**Annexure B**".
- g. With respect to the other matters 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 to the best of our information and according to the 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 of the Act.

- h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its standalone financial statements – Refer Note 17 to the standalone financial statements.
 - (b) The Company did not have any long-term and derivative contracts as at March 31, 2026.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.
 - (d) The management has;
 - (i) represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:



- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.
- (e) The company has not neither declared nor paid any dividend during the year under Section 123 of the Act.

Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023. Based on our examination, which included test checks, and other generally accepted audit procedures performed by us, we report that the Company has used accounting software 'Tally Prime System' for maintaining its books of account which does not have the feature of recording audit trail facility and the same has not been operated throughout the period for all transactions recorded in the software. Further, during the course of our audit, since the audit trail (edit log) feature was not enabled in the accounting software used by the Company, we are unable to comment on whether this feature was tampered with.

Place: Mumbai
Date: 22nd May 2026

**FOR D G M S & Co.,
Chartered Accountants**

Hiren J Maru

**Hiren J Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279ZENRPE2164**



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENT OF FOR THE YEAR ENDED 31ST MARCH 2026

In terms of the 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 as under:

(i) Property, Plant & Equipment and Intangible Assets:

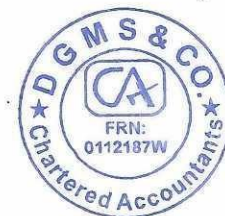
- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- b) The Company has maintained proper records showing full particulars of intangible assets.
- c) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.
- d) According to the information and explanation given to us the title deeds of all the immovable properties. (Other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) Inventory and working capital:

- a) As per the information and explanations given to us and based on our examination of the records, the physical verification of inventory was conducted by the management during the year at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management were appropriate and adequate, considering the size of the company and the nature of its operations.

No material discrepancies (10% or more in aggregate for each class of inventory) were noticed on such verification.

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any working capital limits.



(iii) Investments, any guarantee or security or advances or loans given:

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

1. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year.
2. In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;
3. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.
4. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
5. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
6. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(6) is not applicable.

(iv) Loan to directors:

a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

(v) Deposits:

a) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.



(vi) Maintenance of Cost Records:

- a) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) Statutory Dues:

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.25 for a period of more than six months from the date they became payable are as follows:

Name of Statute	Nature of Dues	Period	Amount (Rs. In" 000")
Income Tax Act, 1961	TDS	2024-25	0.17
Income Tax Act, 1961	TDS	2020-21	0.29
Income Tax Act, 1961	TDS	2014-15	12.45

- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute.

(viii) Disclosure of Undisclosed Transactions:

- a) There According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) Loans or Other Borrowings:

- a) Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.



- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) Money Raised by IPOs, FPOs:

- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi) Fraud:

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

(xii) Nidhi Company:

- a) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) Related Party Transactions:

- a) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related



parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) Internal Audit System:

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) Non-cash Transactions:

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) Registration under section 45-IA of RBI Act, 1934:

- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) Cash losses:

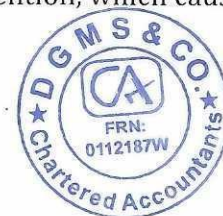
- a) The Company has incurred cash losses of Rs. 3,161.25 Thousands during the financial year covered by our audit.

(xviii) Resignation of statutory auditors:

- a) There has been no resignation of the statutory auditors of the Company during the year.

(xix) Material uncertainty on meeting liabilities:

- a) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to



believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Compliance of CSR:

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not required to spent amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

Place: Mumbai
Date: 22nd May 2026

**FOR D G M S & Co.,
Chartered Accountants**



**Hiren J Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279ZENRPE2164**



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENT OF RSC INTERNATIONAL LIMITED FOR THE YEAR ENDED 31ST MARCH 2026

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

Opinion

We have audited the internal financial control with reference to financial statement of **RSC International Limited** ('the Company') as of 31st March 2026 in conjunction with our audit of the financial statement of the company at and for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting 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.

Management's Responsibility for Internal Financial Controls

The Company's management 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 (the 'Guidance Note') 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, the 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 Companies Act, 2013.

Auditors' Responsibility for the Audit of Internal Financial Controls with Reference to Financial Statements

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 and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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.

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.

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

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

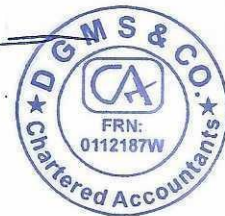
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal 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.

Place: Mumbai
Date: 22nd May 2026

FOR D G M S & Co.,
Chartered Accountants



Hiren J Maru
Partner
M. No. 115279
FRN: 0112187W
UDIN: 26115279ZENRPE2164



RSC INTERNATIONAL LIMITED
CIN: L17124RJ1993PLC007136
Balance sheet as at 31st March 2026

Particulars	Note	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
I. ASSETS			
Non-current assets			
a) Property, Plant and Equipment		-	-
b) Financial Assets			
i) Investments		-	-
ii) Loan		-	-
iii) Other Financial Assets		-	-
iii) Deferred Tax Assets		-	-
Total Non-current assets		-	-
Current assets			
a) Inventories		-	-
b) Financial Assets			
i) Trade receivables	3	2,055.50	7,239.57
ii) Cash and cash equivalents	4	4.99	36.35
iii) Bank balances other than (ii) above		-	-
iv) Other Financials Assets		-	-
c) Other current assets	5	219.21	1,327.90
Total Current Assets		2,279.70	8,603.82
Total Assets		2,279.70	8,603.82
II. EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	6	57,497.00	57,497.00
b) Other Equity	7	-58,823.71	-55,662.46
Total Equity		-1,326.71	1,834.54
Liabilities			
Non-current liabilities			
a) Financial Liabilities		-	-
b) Provisions		10.00	-
c) Deferred Tax Liabilities (Net)		-	-
Total non-current liabilities		10.00	-
Current liabilities			
a) Financial Liabilities			
i) Borrowings	8	1,216.22	786.35
(ii) Trade payables	9	291.43	5,447.42
(iii) Other Financial Liabilities		-	-
b) Other current liabilities	10	2,088.76	535.48
c) Provisions		-	-
Total current liabilities		3,596.41	6,769.26
Total Liabilities		3,606.41	6,769.26
Total Equity and Liabilities		2,279.70	8,603.82

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

As per our report of even date attached
For D G M S & Co.
Chartered Accountants
FRN 112187W

Hiren Jayantilal Maru
Partner
MRN: 115279
Place : Jaipur
Date : 22-05-2026



For and on behalf of Board
R S C International Limited

Shailesh Agarwal
Managing Director
DIN: 06597393

Chandresh Joshi
Chief Financial Officer
PAN: AQNPJ8928R

Ram Das Agarwal
Whole-time Director
DIN: 06675176

Ramdulari Saini
Company Secretary
PAN: GEMPS7038G



Statement of Profit and Loss for the Year ended 31st March 2026

Particulars	Note	For the Year Ended 31st March 2026 (Rs. Thousand)	For the Year Ended 31st March 2025 (Rs. Thousand)
Revenue from operations- Sales of traded goods		990.87	15,600.63
Other income		-	-
Total Revenue (A)		990.87	15,600.63
Expenses			
Purchase		689.60	12,203.92
Changes in inventories of finished goods/traded goods and work-in-progress	11	-	0.31
Employee benefits expense	12	200.00	237.50
Finance Cost		-	-
Depreciation and amortisation expense		-	-
Other expenses	13	3,262.53	5,768.82
Total expenses (B)		4,152.13	18,210.55
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		-3,161.25	-2,609.93
Exceptional Items			
Profit before tax		-3,161.25	-2,609.93
Tax expense:			
Current Tax		-	-
Less: MAT Credit entitlement		-	-
Add: Previous Year excess provision of Income Tax written back		-	-
Deferred Tax		-	-
PROFIT AFTER TAX		-3,161.25	-2,609.93
Other Comprehensive Income/(Loss)			
a) Items that will not be reclassified to profit and loss		-	-
b) Income tax relating to items that will not be reclassified to profit and loss		-	-
Total comprehensive income for the year		-3,161.25	-2,609.93
Earnings per equity share			
(1) Basic		-0.55	-0.45
(2) Diluted		-0.55	-0.45
Nominal value of equity shares		-	-

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

As per our report of even date attached

For D G M S & Co.

Chartered Accountants

FRN 112187W

Hiren Jayantilal Maru

Partner

MRN: 115279

Place : Jaipur

Date :22-05-2026



For and on behalf of Board
R S C International Limited



Chandresh Joshi
Chief Financial Officer
PAN: AQNPJ8928R



Ramdulori Saini
Ramdulari Saini
Company Secretary
PAN: GEMPS7038G

RSC INTERNATIONAL LIMITED
CIN: L17124RJ1993PLC007136
Cash Flow Statement for the Year ended 31st March 2026

Particulars		As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
Cash flow from/(used in) operating activities			
Profit before tax		-3,161.25	-2,609.93
Adjustment for:			
Profit from sale of Investment		-	-
Depreciation and amortization		-	-
Operating profit before working capital changes		-3,161.25	-2,609.93
Movement in working capital:			
Increase/(decrease) in trade payable and other financial liabilities		-5,155.99	2,810.29
Increase / (Decrease) in Other Current Liabilities		1,553.28	458.73
Increase / (Decrease) in Provision		10.00	-
(Increase)/decrease in Trade receivables		5,184.07	-5,594.94
(Increase)/decrease in inventories		-	0.31
(Increase)/decrease in Other Current Assets		1,108.68	197.03
Cash generated/(used) in operations		2,700.04	-2,128.58
Income tax paid		-	-
Cash generated/(used) in operations	(A)	-461.22	-4,738.50
Cash flow from/(used) investing activities			
(Increase)/decrease in Non Current Assets		-	-
(Increase)/decrease in Investment		-	-
Cash generated/(used) in investing activities	(B)	-	-
Cash flow from/(used) Financing activities			
Equity share		-	4,611.00
Borrowings		429.86	66.08
Cash generated/(used) in financing activities	(C)	429.86	4,677.08
Net increase/(decrease) in cash and cash equivalents	(A+B+C)	-31.37	-61.42
Total Cash and cash equivalent at beginning of year		36.35	97.77
Total Cash and cash equivalent at end of year		4.99	36.35
Net increase/(decrease) as disclosed above		-31.37	-61.42

Note: 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

As per our report of even date attached

For D G M S & Co.
Chartered Accountants
FRN 112187W


Hiren Jayantilal Maru
Partner
MRN: 115279
Place : Jaipur
Date :22-05-2026



For and on behalf of Board
R S C International Limited


Ramji Das Agarwal
Managing Director
DIN: 06597393

Chandresh Joshi
Chief Financial Officer
PAN: AQNPJ8928R




Ramji Das Agarwal
Whole-time Director
DIN : 06675176
Ramdulori Saini
Ramdulori Saini
Company Secretary
PAN: GEMPS7038G



RSC INTERNATIONAL LIMITED

CIN: L17124RJ1993PLC007136

Statement of Change in Equity as at 31st March 2026

A Equity Share Capital:

Equity Shares of INR 10/- each, Issued, Subscribed and Fully Paid-up:

As at April 01, 2024

Changes in equity share capital during the year

As at March 31, 2025

Changes in equity share capital during the year

As at March 31, 2026

<u>No of shares</u>	<u>Amount In Rs.Thousand</u>
52,88,600.00	52,886.00
4,61,100.00	4,611.00
57,49,700.00	57,497.00
-	-
57,49,700.00	57,497.00

B Other Equity:

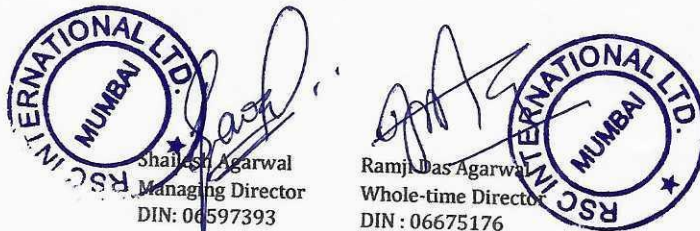
<u>Particulars</u>	<u>Securities Premium</u>	<u>Capital Reserve</u>	<u>Retained earnings</u>	<u>Items of Other Comprehensive Income</u>	<u>Total (In Rs. Thousand)</u>
As at April 1, 2024	-	2,500.00	(55,552.53)	-	(53,052.53)
Add: Profit for the year	-	-	(2,609.93)	-	(2,609.93)
Add: Premium on Preference Shares Issued	-	-	-	-	-
Employee defined benefit obligation	-	-	-	-	-
As at March 31, 2025	-	2,500.00	(58,162.46)	-	(55,662.46)
Add: Profit for the year	-	-	(3,161.25)	-	(3,161.25)
Add: Premium on Share Warrant Issued	-	-	-	-	-
Employee defined benefit obligation	-	-	-	-	-
As at March 31, 2026	-	2,500.00	(61,323.71)	-	(58,823.71)

As per our report of even date
For D G M S & Co.
Chartered Accountants
Firm Registration No. : 0112187W



Hiren J. Maru
Partner
Membership No : 115279
Place : Jaipur
Date :22-05-2026

For and on behalf of Board
R S C International Limited



Shailash Agarwal
Managing Director
DIN: 06597393

Ramji Das Agarwal
Whole-time Director
DIN : 06675176

Chandresh Joshi
Chief Financial Officer
PAN: AQNPJ8928R

Ramdulari Saini
Company Secretary
PAN: GEMPS7038G

Name of the company: RSC International Limited
CIN: L17124RJ1993PLC007136
FOR THE YEAR ENDED ON 31ST MARCH 2026
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

1. Corporate Information

RSC International Limited (the "Company") was incorporated in India under the Companies Act. The Company got Certificate of Incorporation on 6th January 1993 and is engaged primarily in the business of trading in fabrics. The Company is listed on Bombay Stock Exchange in India.

The Company has initiated the process of obtaining the confirmation from suppliers who have registered under the Micro, Small and Medium enterprise development Act, 2006 (MSMED Act, 2006) based on the information available with the Company. There is no Balance due to micro and small enterprise as defined under MSMED Act, 2006. No Interest has been paid under MSMED Act, 2006 during the year.

2. Significant Accounting Policies

Basis of Preparation

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind - AS) as per Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013. The financial statements have been prepared on a going concern basis. The Company uses accrual basis of accounting except in case of significant uncertainties.

2.1

a. IND AS - 1 Presentation of Financial Statement: -

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognized amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

Critical accounting estimates and judgments

The preparation of the Company's financial statements requires management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based.

b. IND AS - 10 Events After the Reporting Period: -

Effects of, events occurred after Reporting Period and having material effect on financial statements are reflected in the accounts at appropriate places.

Name of the company: RSC International Limited
CIN: L17124RJ1993PLC007136
FOR THE YEAR ENDED ON 31ST MARCH 2026
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

c. IND AS - 8 Accounting Policies, Changes in Accounting Estimates & Errors:-

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

d. IND AS - 109 Financial Instruments: -

A) Financial Assets

I. Initial recognition and measurement

All financial assets are recognised initially at fair value when the parties become party to the contractual provisions of the financial asset. In case of financial assets which are not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial assets, are adjusted to the fair value on initial recognition.

II. Subsequent Measurement

The Company classifies its financial assets into various measurement categories. The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets.

a) Financial Assets measured at amortised cost

A financial asset is measured at amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial Assets measured at fair value through other comprehensive income (FVOCI)

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial Assets measured at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

B) Financial liabilities

a. Initial recognition and measurement

Name of the company: RSC International Limited
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FOR THE YEAR ENDED ON 31ST MARCH 2026
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

b. Subsequent Measurement

Financial Liabilities are subsequently carried at amortized cost using the effective interest method.

C) Derecognition of Financial assets and Financial liabilities

a) Financial Assets

The Company derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

b) Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

D) Offsetting

Financial assets and financial liabilities are generally reported gross in the balance sheet. Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the Company has a legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously in all the following circumstances:

- a) The Normal Course of business
- b) The Event of Default
- c) The Event of insolvency or bankruptcy of the company and/or its counterparties

E) Impairment of Financial assets

Name of the company: RSC International Limited

CIN: L17124RJ1993PLC007136

FOR THE YEAR ENDED ON 31ST MARCH 2026

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' model (ECL), for evaluating impairment of financial assets other than those measured at Fair value through profit and loss.

1) Overview of the Expected Credit Loss (ECL)

Expected Credit Loss, at each reporting date, is measured through a loss allowance for a financial asset:

- At an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.
- At an amount equal to 12 month expected credit losses if the credit risk on that financial instrument has not increased significantly since initial recognition.

Lifetime expected credit losses means expected credit losses that result from all possible default events over the expected life of a financial asset.

12-month expected credit losses means the portion of Lifetime ECL that represent the ECLs that result from default events on financial assets that are possible within the 12 months after the reporting date.

The Company performs an assessment, at the end of each reporting period, of whether a financial assets credit risk has increased significantly since initial recognition. When making the assessment, the change in the risk of a default occurring over the expected life of the financial instrument is used instead of the change in the amount of expected credit losses

Based on the above process, the company categorizes its loans into three stages as described below:

For Non – Impaired financial assets

- Stage 1 is comprised of all non-impaired financial assets which have not experienced a significant increase in credit risk (SICR) since initial recognition. A 12- Month ECL provision is made for stage 1 financial assets. In assessing whether credit risk has increased significantly, the company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition.
- Stage 2 is comprised of all non-impaired financial assets which have experienced a significant increase in credit risk since initial recognition. The company recognises lifetime ECL for stage 2 financial assets. In subsequent reporting periods, if the credit risk of the financial instrument improves such that there is no longer a

significant increase in credit risk since initial recognition, then entities shall revert to recognizing 12 months ECL Provision.

For impaired financial assets:

Financial assets are classified as stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with a negative impact on the estimated future cash flow of a loan or a portfolio of loans. The company recognizes lifetime ECL for impaired financial assets.

2) Estimation of Expected Credit Loss

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of Default (PD) –

The Probability of default is an estimate of the likelihood of default over a given time horizon.

The Company uses historical information where available to determine PD. Considering the different products and schemes, the Company has bifurcated its loan portfolio into various pools. For certain pools where historical information is available, the PD is calculated considering fresh slippage of past years. For those pools where historical information is not available, the PD/default rates as stated by external reporting agencies is considered.

Exposure at Default (EAD) –

The Exposure at default is an estimate of the exposure at a future default date, considering expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

Loss Given Default (LGD) –

The Loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral.

e. IND AS – 24 Related Party Disclosure: -

The disclosures of transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes to account.

Name of the company: RSC International Limited
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FOR THE YEAR ENDED ON 31ST MARCH 2026
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

f. IND AS – 33 Earnings Per Share: -

Basic earnings per share are calculated by dividing the net profit or loss attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The Weighted average number of equity shares outstanding during the period is adjusted for the events such as bonus issue, right issue that have changed the number of equity shares.

g. IND AS - 12 Income Taxes: -

Current Tax: -

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised in correlation to the underlying transaction either in OCI or directly in other equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Taxes: -

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets, if any, are reassessed at each reporting date

Name of the company: RSC International Limited

CIN: L17124RJ1993PLC007136

FOR THE YEAR ENDED ON 31ST MARCH 2026

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised either in OCI or in other equity.

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 taxes relate to the same taxable entity and the same taxation authority.

h. IND AS – 37 Provisions Contingent liabilities and contingent assets: -

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

i. Cash and Cash Equivalents

Cash and cash equivalents comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

j. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both

Name of the company: RSC International Limited

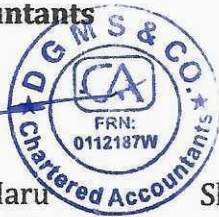
CIN: L17124RJ1993PLC007136

FOR THE YEAR ENDED ON 31ST MARCH 2026

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

current and future periods. 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.

**For D G M S & Co.
Chartered Accountants
FRN 112187W**



Hiren Jayantilal Maru
Partner
MRN :115279
Place: Mumbai
Date: 22nd May 2026

**For and on behalf of Board
R S C International Limited**



Shailesh Agrawal
Managing Director
DIN: 06597393



Chandresh Joshi
Company Financial Officer
PAN: AQNPJ8928R



Ramji Das Agrawal
Whole-time Director
DIN: 06675176

Ramdulari Saini
Ramdulari Saini
Company Secretary
PAN: GEMPS7038G

RSC INTERNATIONAL LIMITED

CIN: L17124RJ1993PLC007136

Notes to the standalone financial statements for the year ended 31st March 2026

3 Trade Receivables

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
(Unsecured, considered good) Debts overdue not for a period exceeding six months	2,055.50	7,239.57
Total	2,055.50	7,239.57

Trade Receivable ageing schedule

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables considered good	-	-	2,055.50	-	-	2,055.50
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	-	-
Figures in brackets represents for previous year March 2025	7,239.57	-	-	-	-	7,239.57

4 Cash and Cash Equivalents

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
Balances with banks	4.99	25.67
Cash on hand	-	10.68
Total	4.99	36.35

5 Other Current Asset

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
Balance with Govt Authority (GST and TDS)	219.21	25.41
Deposit with ROC	-	500.00
Prepaid Expenses	-	-
Deposit with BSE Limited	-	802.48
Total	219.21	1,327.90

RSC INTERNATIONAL LIMITED

CIN: L17124RJ1993PLC007136

Notes to the standalone financial statements for the year ended 31st March 2026

6 Equity Share Capital

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
Authorised		
70,00,000 Equity Shares of Rs. 10/- each	70,000.00	70,000.00
Issued, Subscribed and Paid-up		
57,49,700 Equity Shares of Rs.10/- each	57,497.00	57,497.00
SUBSCRIBED & PAID UP		
57,49,700 Equity Shares of Rs.10/- each	57,497.00	57,497.00
Less: Call in Arrears	-	-
Total	57,497.00	57,497.00

(a) Reconciliation of Shares at the Beginning and at the End of the reporting period

Equity shares of ₹10 each issued, subscribed and fully paid

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
As at April 01, 2025	5,749.70	5,749.70
Issued during the year	-	-
As at March 31, 2026	5,749.70	5,749.70

(b) Shares held by each Shareholder holding more than 5% of the Paid-up Capital

As at 31.03.2026		
Name of Share Holder	No. of Shares	Shareholding %
Shaliesh Agarwal	12,08,151.00	21.01
Ramji Das Agarwal	12,08,151.00	21.01

(c) shareholding pattern of the Promoter and Promoter Group-

Name of Share Holder	31-03-2026	31-03-2025
	No. of Shares	
Shailesh Agarwal	12,08,151.00	
Ramji Das Agarwal	12,08,151.00	
Ahosh Jain	2,500.00	2,500.00
Bansi Lal Jain	3,000.00	3,000.00
Chain raj Meena	2,500.00	2,500.00
Lal Chand Jain	1,000.00	1,000.00
Gyan Chand Jain	-	4,75,330.00
Alka Jain	-	4,91,430.00
Mascot Fashlons P. Ltd.	-	6,28,234.00
Ankur Jain	-	5,35,800.00
Total	24,25,302.00	21,39,794.00

7 Reserve and Surplus

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
A. Reserve and Surplus		
(a) Capital Reserve		
Opening Balance	2,500.00	2,500.00
Closing Balance of Capital Reserve	2,500.00	2,500.00
(b) Retained Earnings:		
Opening Balance	-58,162.46	-55,552.53
Add : Profit (Loss) for the year	-3,161.25	-2,609.93
	-61,323.71	-58,162.46
Total Reserves & Surplus	-58,823.71	-55,662.46

RSC INTERNATIONAL LIMITED

CIN: L17124RJ1993PLC007136

Notes to the standalone financial statements for the year ended 31st March 2026

8 Borrowings

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
Loan from Director and Relatives (interest Free loans)		
Ankur Jain	211.27	211.27
Alka Jain	100.00	100.00
Gyan Chand Jain	481.44	475.08
Loan From Director (Shailesh Agarwal)	423.50	-
Total	1,216.22	786.35

9 Trade Payable

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
Total outstanding dues of Micro enterprises and Small enterprises	-	69.46
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	291.43	5,377.96
Total	291.43	5,447.42

Trade payables ageing schedule for the year ended 31st March, 2026

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade Payables -MSME	-	-	-	-	-
ii) Undisputed Trade Payables - Others	118.80	162.00	10.63	-	291.43
Total	118.80	162.00	10.63	-	291.43

Trade payables ageing schedule for the year ended 31st March, 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade Payables -MSME	69.46	-	-	-	69.46
ii) Undisputed Trade Payables - Others	4,240.83	1,137.13	-	-	5,377.96
Total	4,310.29	1,137.13	-	-	5,447.42

10 Other Current Liabilities

Particulars	As at 31st March 2026 (Rs. Thousand)	As at 31 March 2025 (Rs. Thousand)
(a) TDS Payable	41.68	48.87
(b) Audit fees payable	504.00	270.00
(c) Advance from debtors	775.00	-
(d) Other expenses payable	768.08	216.62
Total	2,088.76	535.48

RSC INTERNATIONAL LIMITED

CIN: L17124RJ1993PLC007136

Notes to the standalone financial statements for the year ended 31st March 2026

11 Changes in inventories of finished goods/traded goods and work-in-progress

Particulars	For the Year Ended 31st March 2026 (Rs. Thousand)	For the Year Ended 31st March 2025 (Rs. Thousand)
Opening Stock	-	0.31
Closing Stock	-	-
Total	-	0.31

12 Employee Benefits Expense

Particulars	For the Year Ended 31st March 2026 (Rs. Thousand)	For the Year Ended 31st March 2025 (Rs. Thousand)
Salaries, bonus, commission and allowances	200.00	237.50
Total	200.00	237.50

13 Other Expenses

Particulars	For the Year Ended 31st March 2026 (Rs. Thousand)	For the Year Ended 31st March 2025 (Rs. Thousand)
Listing Fees	-16.25	325.00
Legal & Professional Charges	205.00	295.10
Rent	-	60.00
Depository Expense	-	45.00
Interest on TDS	9.02	-
Statutory Audit Fees	-	300.00
Electricity Expenses	-	9.46
General Expense	70.00	24.59
Advertising	46.95	-
Director's Sitting Fees	210.00	-
Bank Charges	-	0.65
Penalty Charges	1,531.66	36.25
Late Fee on GST	-	0.06
Office Expenses	35.94	-
Balance w/off	0.81	4,611.00
Registration & Filing Fee	105.00	53.61
Website Expenses	3.00	8.11
Annual Fees	380.00	-
Audit Fees	200.00	-
Consultancy Charges	381.40	-
Corporate Action Fees	100.00	-
Total	3,262.53	5,768.82

Name of the company: RSC International Limited
CIN: L17124RJ1993PLC007136
FOR THE YEAR ENDED ON 31ST MARCH 2026
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

13. Related Party Disclosure: -

The disclosures of transactions with the related parties as defined in the Accounting Standard are as follows:

(A) List of Related parties and their relationship:

a) Key Managerial Personnel

Name of the person	Relation With Company
Shailesh Agrawal	Managing Director
Ramji Das Agrawal	Whole time Director
Chandresh Joshi	Chief Financial Officer
Ramdulari Saini	Company Secretary
Gyan Chand Jain	Director
Ankur Jain	Director
Alka Jain	Director

b) Company under same Management

Name of the person	Relation With Company
Mascot Fashions Private Limited	Director are common
MFPL Tex Private Limited	Director are common

(B) Transactions with Related parties:

(Rs Thousand)

Name	Opening Balance	Loan Taken	Loan Repaid	Closing Balance
Gyan Chand Jain	475.08	6.37	-	481.44
Shailesh Agarwal	0	423.50	-	423.50
Ankur Jain	211.27	-	-	211.27
Alka Jain	100.00	-	-	100.00

(Rs Thousand)

Name	Nature of transaction	Amount	Closing Balance
Mascot Fashions Private Limited	Rent Paid	60.00	20.55
Mascot Fashions Private Limited	Purchase	6.90	20.55
MFPL Tex Private Limited	Sales	9.91	0.00

14. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are

Name of the company: RSC International Limited
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FOR THE YEAR ENDED ON 31ST MARCH 2026
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

15. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

16. Calculation of earning per Shares (EPS)

The numerators and denominators used to calculate basic and diluted EPS are as follows:

Particulars	Units	Rs. In Thousand	
		Year Ended	
		March 31, 2026	March 31, 2025
Profit attributable to Equity shareholder	Rs.	(3,161.25)	(2,609.93)
Number of equity shares	Nos.	57,49,700	57,49,700
Weighted average number of shares for calculation of Basic EPS	Nos.	57,49,700	57,49,700
Weighted average number of shares for calculation of Diluted EPS	Nos.	57,49,700	57,49,700
Nominal value of equity shares	Rs.	10	10
Basic EPS		(0.55)	(0.45)
Diluted EPS		(0.55)	(0.45)

17. Trade Receivable

Loan and Advances, Trade receivables and Other Receivables are subject to confirmation and reconciliation.

18. Financial Instruments - Fair Value and Risk Management

A. Accounting Classification

(Rs. Thousand)

Particulars	Fair Value through Profit / (Loss)	Fair Value through OCI	Amortized Cost
March 31, 2026			
<u>Financial assets - Current</u>			
Trade Receivables	-	-	2055.50
Cash and Cash Equivalents	-	-	4.99
Other bank balances	-	-	-
Total Financial Assets	-	-	2060.49
<u>Financial liabilities - Current</u>			
Borrowings	-	-	1216.22

Name of the company: RSC International Limited
CIN: L17124RJ1993PLC007136
FOR THE YEAR ENDED ON 31ST MARCH 2026
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

Trade Payables	-	-	291.43
Other Current Liabilities	-	-	-
Total Financial Liabilities	-	-	1507.65
March 31, 2025			
<u>Financial assets – Current</u>			
Trade Receivables	-	-	7239.57
Cash and Cash Equivalents	-	-	36.35
Other bank balances	-	-	-
Total Financial Assets	-	-	7275.92
<u>Financial liabilities – Current</u>			
Borrowings	-	-	786.35
Trade Payables	-	-	5447.42
Other Financial Liabilities	-	-	-
Total Financial Liabilities	-	-	6233.77

19. Capital Management

The primary objective of the Group's capital management is to maximize the shareholders' interest, safeguard its ability to continue as a going concern and reduce its cost of capital. Company is focused on keeping strong total equity base to ensure independence, security as well as high financial flexibility for potential future borrowings required if any. Company's capital for capital management includes debt and total equity. As at March 31, 2026 and March 31, 2025 total capital is Rs. -1326.71 Thousands and Rs. 1834.55 Thousand respectively. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026, March 31, 2025.

20. Relationship with Stuck off Companies

During the year, the company does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

21. Willful Defaulters

During the year, the company is not declared as wilful defaulter by any bank or financial Institution or other lender.

Name of the company: RSC International Limited
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NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

24. Analytical Ratio

Particulars	Numerator	Denominator	Numerator (Rs in Thousand)	Denominator (Rs in Thousand)	CY	PY	% Variance	Variation Reason
Debt-Equity Ratio	Debt Consist of Borrowings and Lease Liabilities	Total Equity	1216.22	1326.71	-0.92	0.43	-0.67	Due to changes in total equity & increase in debt during the year
Current Ratio	Total Current Assets	Total Current Liabilities	2279.70	3596.41	0.63	1.27	-0.32	Due to decrease in current asset & liabilities
Return on Equity Ratio	Profit for the year Less Preference Dividend if any	Average Total Equity	-3161.25	253.91	-12.45	-3.12	-299.04	Due to decrease in Revenue
Net Capital Turnover Ratio	Total Income	Average Working Capital	990.87	258.93	3.83	18.71	-79.53	Due to decrease in Income
Net Profit Ratio	Profit for the year	Total Income	-3161.25	990.87	-3.19	-0.17	1776.47	Due to Increase in loss
Return on Capital Employed	Profit before tax and Finance Cost	Avg Capital Employed (Equity + Long Term Debt)	-3161.25	253.91	-12.45	-3.13	297.77	Due to Increase in loss
Debt Service Coverage Ratio	Earnings for Debt Service= Net profit after tax+Non cash operating expenses+Interest+other non cash adjustments	Finance Cost + Principal repayment of Long Term Debt	NA	NA	NA	NA	NA	
Inventory Turnover Ratio	Raw material, finished goods and work in progress consumed	Average Inventories	NA	NA	NA	NA	NA	
Trade Receivable Turnover Ratio	Revenue from Operations (Sales of Products and Sale of Service)	Average Trade Receivable	990.87	4647.54	0.21	3.51	-94.02	Due to decrease in revenue
Trade Payables Turnover Ratio	Purchases	Average Trade Payables	689.60	2869.43	0.24	3.02	-92.05	Due to decrease in purchase

22. Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

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23. Undisclosed Income

The company do not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme. The company shall also not have the previously unrecorded income and related assets have been properly recorded in the books of account during the year.

For D G M S & Co.
Chartered Accountants
FRN 112187W



Hiren Jayantilal Maru
Partner
MRN :115279
Place: Mumbai
Date: 22nd May 2026

For and on behalf of Board
R S C International Limited

Shailesh Agrawal
Managing Director
DIN: 06597393

Ramji Das Agrawal
Whole-time Director
DIN: 06675176

Chandresh Joshi
Company Financial Officer
PAN: AQNPJ8928R

Ramdulari Saini
Company Secretary
PAN: GEMPS7038G