

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF R S C INTERNATIONAL LIMITED UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 13, 14 AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDED THEREOF.

FOR ATTENTION OF PUBLIC SHAREHOLDERS R S C INTERNATIONAL LIMITED

CIN: L17124RJ1993PLC007136

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

Corporate Office: 502 Orchid Plaza, Natakwala Lane, Behind Gokul Shopping Centre, Borivali (W), Mumbai, Maharashtra, India, 400092

Tel. No: 8433936110, **E-mail Id:** rsinternational@gmail.com; **Website:** www.rscltd.in

OPEN OFFER (THE "OFFER") FOR ACQUISITION OF UP TO 14,94,922 (FOURTEEN LAKHS NINETY FOUR THOUSAND NINE HUNDRED AND TWENTY TWO) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF R S C INTERNATIONAL LIMITED (THE "TARGET COMPANY") REPRESENTING 26% OF THE TOTAL VOTING SHARE CAPITAL (AS DEFINED BELOW) BY MR. SHAILESH AGRAWAL ("ACQUIRER-1") AND MR. RAMJI DAS AGARWAL ("ACQUIRER-2") ("HEREIN AFTER COLLECTIVELY REFERRED TO AS THE ACQUIRERS"), PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THEREOF (THE "SEBI (SAST) REGULATIONS" AND REFERENCE TO A PARTICULAR "REGULATION" SHALL MEAN THE PARTICULAR REGULATION OF THE SEBI (SAST) REGULATIONS) (THE "OFFER" OR "OPEN OFFER"). NO OTHER PERSON IS ACTING IN CONCERT WITH THE ACQUIRERS FOR THE PURPOSE OF THIS OPEN OFFER.

This Public Announcement ("PA" or "Public Announcement") is being issued by Srujan Alpha Capital Advisors LLP ("Manager to the Offer") for and on behalf of the Acquirers to the Public Shareholders (as defined below) of the Target Company pursuant to and in compliance with Regulations 3(1) and 4 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto ("SEBI (SAST) Regulations").

1. DEFINITIONS

- 1.1. "Acquirers" means Mr. Shailesh Agrawal and Mr. Ramji Das Agarwal.
- 1.2. "Equity Shares" means 57,49,700 (Fifty Seven Lakhs, Forty Nine Thousand, Seven Hundred) fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Target Company.
- 1.3. "Open Offer Shares" means 14,94,922 (Fourteen Lakhs Ninety Four Thousand Nine Hundred And Twenty Two) Equity Shares constituting 26% of the Total Voting Capital of the Target Company.
- 1.4. "Public Shareholders" shall mean all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, other than the Acquirers and the parties to the Share Purchase Agreement (defined below), in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
- 1.5. "SEBI" means the Securities and Exchange Board of India
- 1.6. "SEBI (SAST) Regulations" means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.



- 1.7. **"Sellers"** shall mean the Promoter Sellers viz, Mr. Gyan Chand Jain, Mrs. Alka Jain, Mr. Ankur Jain, and M/s. Mascot Fashions Private Limited the promoters and promoter group members of the Target Company, who have entered into the SPA (as defined below) to sell their entire shareholding constituting 37.06% of the Total Voting Share Capital of the Target Company.
- 1.8. **"Share Purchase Agreement" or "SPA"** means the Share Purchase Agreement dated January 20, 2025 executed between the Acquirers and Sellers, pursuant to which the Acquirers have agreed to acquire 21,30,678 (Twenty One Lakhs Thirty Thousand Six Hundred and Seventy Eight) Equity Shares of the Target Company consisting 37.06% of the Total Voting Share Capital of the Target Company at a price of ₹ 9.50/- (Rupees Nine and Fifty paise only) per Equity Share.
- 1.9. **"Stock Exchange"** means the **BSE Limited ("BSE")**
- 1.10. **"Target Company" or "R S C"** means R S C International Limited.
- 1.11. **"Tendering Period"** means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer.
- 1.12. **"Total Voting Share Capital"** means the total voting equity share capital of the Target Company on a fully diluted basis as of the tenth (10th) working day from the closure of the Tendering Period ("TP") of the Offer.
- 1.13. **"Working Day"** shall mean any working day of the Securities and Exchange Board of India ("SEBI").

2. OFFER DETAILS

Offer Size:	The Acquirers hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 14,94,922 (Fourteen Lakhs Ninety Four Thousand Nine Hundred and Twenty Two) Equity Shares of face value of ₹ 10/- (Rupees Ten only) (" Equity Shares ") representing 26% (Twenty six per cent) of the Total Voting Share Capital, subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement (" DPS ") and the Letter of Offer (" LOF ") to be issued in accordance with the SEBI (SAST) Regulations, subject to statutory approvals, if any and satisfaction of certain other conditions precedent specified in the Share Purchase Agreement (unless waived in accordance with the Share Purchase Agreement).
Offer Price / Consideration (in Rs.):	The Open Offer is being made at a price of ₹ 9.50/- (Rupees Nine and Fifty paise only) per Equity Share, aggregating to a consideration of ₹ 1,42,01,759/- (Rupees One Crore Forty Two Lakhs One Thousand Seven Hundred and Fifty Nine only) in accordance with Regulation 8(2) of the SEBI (SAST) Regulations.
Mode of payment (cash / security):	The Offer Price is payable in "Cash" by the Acquirers in accordance with the provisions of Regulations 9(1) (a) of the SEBI (SAST) Regulations.
Type of offer	This Open Offer is a mandatory offer being made by the Acquirers, in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement dated January 20, 2025 entered into by and between the Acquirers and the Sellers.



3. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (THE “UNDERLYING TRANSACTION”):

Type of Transaction (Direct / Indirect)	Mode of Transaction (Agreement / Allotment / Market Purchase)	Details of Underlying Transaction		Total Consideration for Equity shares / Voting Rights acquired	Mode of payment (Cash / Securities)	Regulations which has triggered
		Equity Shares / Voting rights acquired / proposed to be acquired				
		Number	% vis-a-vis total diluted share and voting capital			
Direct Acquisition	Acquisition of 21,30,678 (Twenty One Lakhs Thirty Thousand Six Hundred and Seventy Eight) Equity shares at Price of ₹ 9.50/- (Rupees Nine and fifty paise only) per Equity Share through Share Purchase Agreement dated January 20, 2025 entered into between the Acquirers and the Sellers	21,30,678 (Twenty One Lakhs Thirty Thousand Six Hundred and Seventy Eight) Equity Shares	37.06%	₹ 2,02,41,441/- (Rupees Two Crore Two Lakhs Forty One Thousand Four Hundred and Forty One only)	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations

Note:

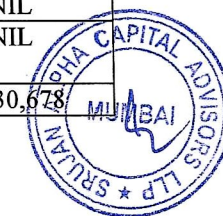
Pursuant to the consummation of the Underlying Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Target Company and shall become the Promoters of the Target Company in accordance with the provisions of SEBI (LODR) Regulations.

Upon completion of the Underlying transaction, the Sellers shall not hold any Equity Shares of the Target Company and the Sellers shall relinquish the control and management of the Target Company in favor of the Acquirers and be declassified from the promoter category in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations.

Also, Mr. Ashok Jain, Mr. Bansi Lal Jain, Mr. Chain Raj Meena and Mr. Lal Chand Jain, prior- incumbent Promoters were reclassified and categorized as Non-Promoters vide shareholders resolution dated September 30, 2024. The Company has filed an application seeking approval from BSE vide application dated September 30, 2024. Currently the application for re-classification is pending with BSE.

4. DETAILS OF ACQUIRERS:

Details		Acquirer-1	Acquirer-2	Total
Name of Acquirer		Shailesh Agrawal	Ramji Das Agarwal	-
Address		Hari Kripa Bhawan, Tejendra Nath Lane, Dal Bazar, Gwalior Madhya Pradesh - 474009	Hari Kripa Bhawan, Tejendra Nath Lane, Dal Bazar, Gwalior Madhya Pradesh - 474009	-
Name(s) of persons in control/promoters of acquirers where Acquirers are companies		NA	NA	-
Name of the Group, if any, to which the Acquirers belongs to		NA	NA	NA
Pre-Transaction shareholding	a. Number of Equity Shares	NIL	NIL	NIL
	b. % of total share capital and total voting capital	NIL	NIL	NIL
Proposed shareholding after		a. Number of Equity Shares	10,65,339	10,65,339
				21,30,678



the acquisition of Equity Shares which triggered the Open Offer	b. % of total share capital and total voting capital	18.53%	18.53%	37.06%
Any other interest in the Target Company		None	None	-

5. DETAILS OF SELLING SHAREHOLDER

Sr. No.	Name of the Selling shareholder	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the selling shareholder			
			Pre-Transaction		Post-Transaction	
			Number of Equity Shares	% total voting share capital	Number of Equity Shares	% total voting share capital
1	M/s. Mascot Fashions Private Limited	Yes	6,28,118	10.92	NIL	NIL
2	Mr. Ankur Jain	Yes	5,35,800	9.32	NIL	NIL
3	Mrs. Alka Jain	Yes	4,91,430	8.55	NIL	NIL
4	Mr. Gyan Chand Jain	Yes	4,75,330	8.27	NIL	NIL
Total			21,30,678	37.06%	NIL	NIL

6. DETAILS OF TARGET COMPANY

Name	R S C International Limited
CIN	L17124RJ1993PLC007136
Registered Office	Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road, Jaipur, Rajasthan, India - 302013
Corporate Office	502 Orchid Plaza, Natakwalla Lane, Behind Gokul Shopping Centre, Borivali (W), Mumbai, Maharashtra, India, 400092
Telephone No.	+91 8433936110
Email id	rscinternational@gmail.com
ISIN	The ISIN of Equity Shares of the Target Company is INE015F01019
Exchanges where listed:	The Equity Shares of the Target Company are listed on BSE Limited (Security Code: 530179 / Security Symbol: RSCINT) The Equity Shares of the Target Company are infrequently traded on BSE Limited in terms of the SEBI (SAST) Regulations.

7. OTHER DETAILS

- 7.1. All the details of the Open Offer would be published in the newspapers vide a Detailed Public Statement (“**DPS**”) within 5 (five) working days of this PA, i.e. on or before Monday, January 27, 2025 in compliance with Regulation 13(4), Regulation 14(3) and Regulation 15(2) of the SEBI (SAST) Regulations.
- 7.2. The Acquirers accept full responsibility for the information contained in the PA. The Acquirers undertake that they are fully aware of and shall comply with all obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations in relation to the Open Offer and have made firm financial arrangements for acquisition of the Offer Shares in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 7.3. The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 7.4. The Acquirers have no intention to delist the Equity Shares of the Target Company pursuant to this Open Offer.
- 7.5. This Transaction is subject to the receipt of the required Statutory Approval, to be set out in detail in the DPS and LOF for this Open Offer. This Open



Offer is also subject to the other terms and conditions mentioned in this Public Announcement, and as will be set out in the DPS and the LOF, that will be issued in accordance with the SEBI (SAST) Regulations.

- 7.6. All the information pertaining to the Target Company contained in this PA has been obtained/compiled from the information published or publicly available sources or provided by the Target Company. All the information pertaining to the Sellers contained in this PA has been obtained from the Sellers. Accordingly, the accuracy of the information has not been independently verified by the Manager to the Open Offer.
- 7.7. In this Public Announcement, all references to "₹", "Rs." or "Rupees" are references to Indian Rupees and any discrepancy in any amount or figures listed as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer



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E-mail: partners@srujanalpha.com

Website: www.srujanalpha.com

Investor Grievance: partners@srujanalpha.com, jinesh@srujanalpha.com

SEBI Reg. No.: INM000012829

Validity Period: Permanent

Contact Person: Mr. Jinesh Doshi

FOR AND ON BEHALF OF THE ACQUIRERS

Sd/-

Mr. Shailesh Agrawal ("Acquirer-1")

Sd/-

Mr. Ramji Das Agrawal ("Acquirer-2")

Place: Mumbai

Date: January 20, 2025.

