

RISHABSPECIALYARNSLTD.

32ND ANNUAL REPORT 2019-20

Board of Directors:

SHRI AMITABH HIRAWAT (M.D.)

VIJAY SINGH YADAV (C.F.O.)

SMT.ARTI HIRAWAT

NEHA GOYAL (C.S.)

SHRI SHASHANK HIRAWAT

SHRI PRADEEP LOIWAL

SHRI KAMAL KISHORE KALANI

Auditors :

STATUTORY: JAIN SHRIMAL & CO. Chartered Accountants

Secratarial:

SUNITA GARG & ASSOCIATES, Company Secretary

Registered Office:

2070,Rasta Bara Gangore

Jaipur-302003

Tel.:0141-2575213

E-mail:rsyltd@gmail.com

Website:www.rishabspecial.com

CIN:L17114RJ1987PLC004067

ISIN:(CDSL)INE351D01013

Registrar and Transfer Agent: Link INTIME India Pvt. Ltd. (SEBI REGN No. INR000004058)

RISHAB SPECIAL YARNS LIMITED
REGD. OFFICE : 2070 RASTA BARA GANGORE, JOHARI BAZAR, JAIPUR-302003
E-mail : rsyltd@gmail.com • Phone : 0141-2575213 • CIN : L17114RJ1987PLC004067
Visit us at www.rishabspecial.com
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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of RISHAB SPECIAL YARNS LIMITED will be held at Regd. Office at 2070, Rasta Bara Gangore, Johari Bazar, Jaipur - 302003 on Wednesday, 30th December, 2020 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended March 31, 2020 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Arti Hirawat (DIN 00349855), who retires by rotation and, being eligible, offers herself for re-appointment
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions of Section 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying Rules viz. Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, the retiring Statutory Auditor M/s. Jain Shrimal & Co., Chartered Accountants, having firm registration No. 001704C Allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MANAGING DIRECTOR: To Re-appoint Shri Amitabh Hirawat (holding DIN 00349697) as a Managing Director and in this regard 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 , 196, 197, 203 and Section 2(54) of the Companies Act, 2013 and Chapter XIII of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Board of Directors be and is hereby accorded to appoint Shri Amitabh Hirawat (DIN 00349697), as Managing Director of the Company for a period of 5 years started from 1.2.2021, on such terms & conditions as regard to remuneration and perquisites as set out in the explanatory statement and with further discretion to the Board of Directors to alter from time to time the said terms in such manner as it may deem fit in the best interest of the Company with limitation in that behalf contained in the Act."

5. Appointment of Company Secretary :- To appoint Ms. Neha Goyal (Membership No. A42176) as a as Whole time Company Secretary of the Company and Compliance Officer and in this regard 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 203 and Section 2(51) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the consent of the Board of Directors be and are hereby accorded to appoint Ms. Neha Goyal (Membership No. A42176) holding the prescribed qualification under Section 2(24) of Companies Act, 2013, as Whole time Company Secretary of the Company and Compliance Officer from 07.07.2020, on such terms & conditions as contained in the letter of appointment, a copy of which was initiated by the Chairman for the purpose of identification, to perform the duties which may be performed by the Secretary under the Companies Act, 2013 and the erstwhile Companies Act, 1956 and any other duties assigned by the Board time to time."

"FURTHER RESOLVED THAT Mr. Amitabh Hirawat (DIN: 00349697), Managing Director of the Company be & is hereby authorized to finalize the terms & conditions in connection with her appointment and to take all the necessary steps including filing of E-Form DIR-12 with the Registrar of Companies, Rajasthan, Jaipur and to do all such acts which are required for giving effect to this resolution."

FOR AND ON BEHALF OF THE BOARD

Registered Office : 2070, Rasta Bara Ganagore

Johari Bazar, Jaipur - 302003

Dated: 07.12.2020


(ANSHU HIRAWAT)
MANAGING DIRECTOR
(DIN 00349697)


(SHASHANK HIRAWAT)
DIRECTOR
(DIN: 00349905)

NOTE

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital carrying voting rights of the company and a member holding more than 10 (ten) percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy to be for any other person or shareholder.

2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.

3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.

4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

6. Member seeking any clarification on accounts of the company are requested to send their query in writing to the company at registered office addressed to Managing Director or through e-mail at rsyltd@gmail.com. The query must reach the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).

7. The Register of Members and Share Transfer Books of the Company will remain closed from 26th December, 2020 to 29

th December, 2020 (both days inclusive).

8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent M/s Link Intime India Pvt. Ltd. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.

9. Members are requested to send all their communications pertaining to shares & notify change in their address, mandate, bank details to The Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. to facilitate better servicing.

10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., for doing the needful.

11. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., for receiving the Annual Report and Accounts, Notices etc. in electronic mode. The Form for such registration is being attached with the Annual Report. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.

12. The Securities and Exchange Board of India has mandated the submission of Bank Detail, Permanent Account Number (PAN) and E-mail Address by every Investor with RTA/company. Members holding shares in electronic form are requested to submit their Bank Detail, PAN and E-mail to their DPs. Members holding shares in physical form are requested to submit their Bank Detail, PAN and E-mail address to the RTA M/s Link Intime India Pvt. Ltd. (Unit: Rishab Special Yarns Limited) at C- 101, 247 PARK, LAL BHADUR SHASTRI MARG, VEKHAOLI WEST, MUMBAI - 400083 and c/c to Company M/s Rishab Special Yarns Limited at: 2070, Rasta Bara Ganagore, Johari Bazar, Jaipur - 302003. The form for furnishing Bank Detail, PAN and E-Mail address along with self attested documents as mentioned in the form is placed at company's website at www.rishabspecial.com and hard copy of which will be despatched through registered post at the address in our record. Investors are hereby requested to send the duly signed, filled form along with self attested documents mentioned at the earliest.

dematerialized form (in electronic Form) with the depository. So, investors are advised to send their physical share for dematerialization through any of the Depository Participants who is registered with CDSL. The ISIN(s) allotted by the CDSL for the company is INE351D01013.

15. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.

16. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:

- i) Transferees' PAN Cards for transfer of shares,
- ii) Legal heirs' PAN Cards for transmission of shares,
- iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
- iv) Joint holders' PAN Cards for transposition of shares.

17. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2019-2020 will also be available on the Company's website <http://www.rishabspecial.com> for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: rsyltd@gmail.com

18. As required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, brief resume including expertise in specific functional area, disclosure of relationship between Directors, other Directorship and Committee membership and shareholding of the person proposed for appointment/reappointment as director is given below :

Smt. Arti Hirawat	
Designation	: Non Executive Woman Director
Date of Birth	: 26.02.1961
Date of Appointment	: 30.03.2015
DIN	: 00349855
Education	: M..A.
Experience	: 30 Years in Business
Expertise	: TEXTILE,
Other Directorship	: Shashwin Textile Ltd.
	:
Committee membership	: 2
Committee Chairmanship	: 0
Shareholding in RSYL on 31st March, 2020	: 54000

SHRI AMITABH HIRAWAT

Designation	:	Managing Director
Date of Birth	:	22.10.1956
Date of Appointment	:	
Education	:	M.A.
Experience	:	32 Years Business
Other Directorship	:	Shashwin Textiles Ltd.
	:	Trepechy Textiles Limited
	:	Trepechy Trading Pvt. Ltd.
	:	Partner Trepechi G and J
Committee membership	:	1
Committee Chairmanship	:	Nil
Shareholding in RSYL on 31 st March, 2020	:	324800

MS NEHA GOEL

Designation	:	Company Secretary
Date of Birth	:	07.04.1990
Date of Appointment	:	07.07.2020

Membership No	A42176
Education	Company Secretary
Experience	5 Years in Service
Other Directorship	Nil
Committee membership	As a Secretary
Committee Chairmanship	Nil
Shareholding in RSYL on 31 st March, 2020	Nil

19. CDSL e-Voting System - For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
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 to at least 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 and those present physically will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at rishabspecial.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i) The voting period begins on 26.12.2020 at 9 AM and ends on 29.12.2020 at 5 PM. During this period

shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **19th December, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) The shareholders should log on to the e-voting website www.evotingindia.com.

iv) Click on "Shareholders" module

v) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.

c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from <https://www.cdslindia.com> from **Login - MyEasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the Rishab Special Yarns Limited >relevant Company Name>on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(ixx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 to Company/RTA email id.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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

1. Shareholders will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders who are present in the EGM/AGM through VC/OAVM facility and have not casted 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 available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
(xx) Note for Non-Individual Shareholders and Custodians
• Non individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
• After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
• The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
• A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: sunita.fcs@gmail.com, rsyldt@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-Off Date (Record Date) of 19th December-2019.
21. M/s. Sunita Garg & Associates, A Practicing Company Secretary, FCS No. 4716 and C.P. Membership No. 4671 has been appointed as the Scrutinizer to scrutinize the e-voting process and physical votes in Annual General Meeting in a fair and transparent manner.
22. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 30th December, 2020 and communicated to the Stock Exchange(s).

24. Route Map to the venue of the meeting is provided at the end of Annual Report.

Registered Office: 2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur - 302003
Dated: 07/12/2020

FOR AND ON BEHALF OF THE BOARD


(AMITABH HIRAWAT)
MANAGING DIRECTOR
DIN 00349697)


(SHASHANK HIRAWAT)
DIRECTOR
(DIN: 00349905)

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under of the accompanying notice dated 2nd September, 2020.

Item No. 4

As per the section 197, 198 and 203 of the Companies Act, 2013 and Rules made their under all listed companies are required to have a Managing Director. As the earlier tenure of 5 years will expire on 31.01.2021 and as per the provisions of companies act, it is require to re-appoint Managing Director before expiry of the tenure. As next AGM will held after 31.01.2021, hence prior approval for re-appointment of Shri Amitabh Hirawat as Managing Director for a further period of 5 years starting from 01.02.2021 is hereby sought from the members of the Company.

Board of Directors, recommends re-appointment on the following terms and conditions:

Salary and Perquisites: Shri Amitabh Hirawat will presently work on honorary basis and will not draw any salary but certain perquisites as felt necessary shall be provided.

None of the Directors except himself, Smt. Arti Hirawat his wife and Mr. Shashank Hirawat, his son, are interested or concerned in the Resolution.

The Board seeks approval of the members for the re-appointment of Shri Amitabh Hirawat as Managing Director of the Company pursuant to section 196, 197, 198, 203, 2(54) and other applicable provisions of the Act, Rules made there under.

Item No. 5:-

As per the section 203 of the Companies Act, 2013 and Rules made their under all listed companies are required to have a full time Company Secretary. In this regard company has appointed Ms Neha Goyal, holding Company Secretary degree, and has a relevant experience of Secretarial work and has worked in our company earlier also.

In the opinion of the Board of Directors, Ms. Neha Goyal proposed to be appointed, as Company Secretary of the Company has requisite qualification and fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under.

None of the Directors are interested or concerned in the Resolution.

The Board seeks approval of the members for the appointment of Ms. Neha Goyal as full time Company Secretary of the Company pursuant to section 203, 2(51) and other applicable provisions of the Act, Rules made there under.

RISHAB SPECIAL YARNS LIMITED
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Visit us at www.rishabspecial.com

TO
The Members of
RISHAB SPECIAL YARNS LIMITED
JAIPUR

Your Directors have pleasure in presenting their 32nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

1. Financial summary or highlights/Performance of the Company (Standalone)
FINANCIAL RESULTS

	Amount in rupees	
	2020	2019
Net Sales/ Income From Operations	2671831	6154351
Other Income	154828	1773093
Profit/ (Loss) before depreciation, finance cost, exceptional items & taxes.	(1442336)	1186189
Less: Finance Cost	336329	21482
Profit/ (Loss) before depreciation, exceptional items & taxes.	(1778665)	1164707
Less : Depreciation	4561	118500
Profit/(Loss) before exceptional items & taxes	(1783226)	1046207
Exceptional items: Profit/Loss on sale of land & demolition of building	3708711	-
Profit/(Loss) before tax	1925485	1046207
Provision for Taxation (Deferred Tax)	(11598)	(9794595)
Profit/ (Loss) after tax	1937083	10840802
Balance Brought forward from the last year	(97353439)	(108194241)
Balance Carried to Balance Sheet	(95416356)	(97353439)

2. Dividend: In view of carried forward losses, your directors are unable to declare dividend.

3. Reserves: In view of the current year operational loss the Board does not propose to appropriate any amount to carry to any kind of reserves.

4. Brief description of the Company's working during the year/State of Company's affair:

PERFORMANCE : Due to financial constraints, manufacturing activities stand discontinued. During the year under review company has continued export of polyester filament yarn to Turkey and has exported 1 container load. The company has earned a profit of Rs. 19.37 lakhs, mainly by way of sale of land and providing the deferred tax income of Rs. 0.12 lakh on unabsorbed depreciation and business loss, in comparison to profit of Rs. 108.41, in the preceeding year which was due to write off old balance to the extent of Rs. 10.54 lakhs and deferred tax income of Rs. 97.95 lakhs. The Basic and diluted EPS during the year is Rs. 0.54 as compare to Rs. 3.04 in previous year. There are no separate divisions in the company so division wise working details are not applicable.

FUTURE PROSPECTS : Any future course of action shall be finalized and implemented based on final view of board and availability of funds. As soon as the management is able to finalize any business plans, it shall keep the valued shareholders informed through available mode of communications.

5. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:-

Ms. Neha Goyal has joined as full time Company Secretary cum Compliance Officer of the company from 07.07.2020.

There is no other Material changes and commitments which can affect the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relates and the date of the report.

6. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

There is no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

7. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The company has adequate internal financial controls with reference to financial statement. The company has appointed internal auditor for the year to audit and highlight the adequacy of internal control and it has given its report satisfactorily.

8. Details of Subsidiary/Joint Ventures/Associate Companies: There is no company which either have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year. So no statement about subsidiary company(ies) is required to be given.

9. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

There is no subsidiary, associates or joint venture companies of the company so report on the performance and financial position of these are not applicable to the company

10. Deposits

The details relating to deposits, covered under exempt category of Chapter V of the Act:-

The company has taken interest free unsecured loans, repayable on demand, from four parties and unsecured loan of Rs. 25 lakhs at interest of 9% p.a. from one party covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 1,91,52,145/- and the year-end balance of loans taken from such parties was Rs. 1,58,27,084/-. Apart from above the company has not accepted any deposits. The Company has repaid entire unsecured loan taken from M/s Aravali Plasto Packers Private Limited along with interest @ 9% p.a. after deducting T.D.S. as applicable before 30.09.2020.

(a) accepted during the year Rs. 1,15,67,078/- paid during the year Rs. 1,39,61,500/-

(b) remained unpaid or unclaimed as at the end of the year; Rs. 1,58,27,084/-

(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: There is no default in repayment of interest or deposit during the year.

(i) at the beginning of the year; NIL

(ii) maximum during the year; NIL

(iii) at the end of the year; NIL

There is no such deposits which are not in compliance with the requirements of Chapter V of the Act;

11. Statutory Auditors

M/s Jain Shrimall & Co., Chartered Accountants, Jaipur, retire at the ensuing Annual General Meeting and being eligible for re-appointment have shown their interest for re-appointment. Your Directors recommend their appointment.

12. Explanation or Comments by the Board on every qualification, reservation or adverse remark or disclaimer made in:-

i) Auditors' Report: There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report so the explanations or comments by the Board does not required.

ii) Secretarial Audit Report: The Secretarial auditor has mentioned the facts that company secretary has resigned from 01.05.2019 and company could not appoint CS after several efforts.

Explanation: Though the Auditor has mentioned in its report but here from Board of directors we would like to state the following facts in this regard:

After resignation of Company Secretary on 01.05.2019, company has given advertisement in Rajasthan Patrika approximately 5 to six times and personally communicated to a large number of company secretaries in practice known personally but were unable to get the required Company Secretary for the company. As you are aware that net worth of this company has eroded completely and there is no generation of funds in the company. At times company is unable to generate/arrange funds for timely payment of salary and other regulatory dues like Listing Fees and other filing, professional fees etc. In such a situation no professional wants to block his/her carrier with such a company. Any Company Secretary joining the company ends up resigning in a very short period and even without giving a proper notice. We have always tried to appoint the company Secretary as soon as possible when required. It is not our intention to not appoint company secretary but were unable to find the someone to join our company due to the constraints mentioned above. We appointed the Company Secretary as soon as some one agreed to join and in present case from 07.07.2020. The delay further was due to Covid 19 Lockdown in the office area of the Company for more than two months. There is no other qualification, reservation or adverse remark or disclaimer made by the auditor in his report so the explanations or comments by the Board does not required.

13. Share Capital:-

A) Issue of equity shares with differential rights

No equity shares issued during the year and all equity shares issued in earlier years have equal rights. No equity shares issued with differential rights till date.

B) Issue of sweat equity shares: The Company has not issued any sweat equity shares from inception to till date.

C) Issue of employee stock options: The company has not issued any employee stock options to any of its employee from its inception to till date.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees: No provision has been made for purchase of company's own shares by employees or by trustees for the benefit of employees from its inception to till date.

14. Extract of the annual return: Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with rule 1(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report. (Annexure - VII)

15. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are set out in a separate statement attached hereto as Annexure - IV and forming part of the report.

16. Corporate Social Responsibility (CSR): Neither the Company fall under the criteria for which the Corporate Social Responsibility is applicable nor it has any operations. So the same is not applicable to the company.

17. Directors:

A) Changes in Directors and Key Managerial Personnel