

RISHABSPECIALYARNS LTD.

33RD ANNUAL REPORT 2020-2021

Board of Directors:

SHRI AMITABH HIRAWAT (M.D.)
SMT. ARTI HIRAWAT
SHRI SHASHANK HIRAWAT
SHRI PRADEEP LOIWAL
SHRI KAMAL KISHORE KALANI

VIJAY SINGH YADAV (C.F.O.)
NEHA GOYAL (C.S.)

Auditors :

STATUTORY: JAIN SHRIMAL & CO, Chartered Accountants
INTERNAL: A. BHARGAV & ASSOCIATES, Chartered Accountants
SECRETARIAL: 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

NOTICE

Notice is hereby given that the 33RD 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 Friday, 30th September, 2021 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, 2021 and the Profit and Loss Account for the year ended March 31, 2021 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Shashank Hirawat (DIN 00349905), who retires by rotation and, being eligible, offers himself for re-appointment

FOR AND ON BEHALF OF THE BOARD

Registered Office : 2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur - 302003
Dated: 06/09/2021


(AMITABH HIRAWAT)
MANAGING DIRECTOR
DIN 00349697)


(ARTI HIRAWAT)
DIRECTOR
(DIN: 00349855)

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 24th September, 2021 to 30th September, 2021 (both days inclusive).
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are, therefore, requested to bring the copies of Annual Report.
9. 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.
10. 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.
11. 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.
12. 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.

13. 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, VIKHROLI WEST, MUMBAI -400083 and c/c to Company M/s Rishab Special Yarns Limited at: 2070, Rasta Bara Gangore, 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.

14. Also Note that from 5th December, 2018 except in the case of transmission or transposition of securities request for effecting transfer of securities shall not be processed unless the securities are held in the 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 e-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 2020-2021 will also be available on the Company's website <http://www.rishabspecial.com> and website of the Bombay Stock Exchange 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: rsyldt@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 :

Shri Shashank Hirawat	
Designation	: Director
Date of Birth	: 25.07.1985
Date of Appointment	: 29.07.2016
DIN	: 00349855
Education	: M.B.A. (Oxford University)
Experience	: 11 Years in Finance and Business
Expertise	: TEXTILE, Gems & Jewellery
Other Directorship	: Shashwin Textile Ltd.
	: Violet Jewels Private Limited
Committee membership	: 0
Committee Chairmanship	: 0
Shareholding in RSYL on 31st March, 2021	: 31900

19. CDSL e-Voting System – For voting and Joining Virtual meetings 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/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM 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/EGM. 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 EGM/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 atleast 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 EGM/AGM without restriction on account of first come first served basis.
4. below: The attendance of the Members attending the AGM through VC/OAVM 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 at www.bseindia.com. 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.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 26.09.2021 at 9 AM and ends on 29.12.2021 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 24.09.2021 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
- Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing De-mat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the De-mat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 de-mat 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) If you are a first-time user follow the steps given below: Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in De-mat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in de-mat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used

6)

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd /mm / yyyy format) as recorded in your de-mat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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.

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

(vii) 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 de-mat 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.

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

(ix) Click on the EVSN for the Rishab Special Yarns Limited on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) If a de-mat 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.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 rsyltd@gmail.com, designated email address by company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.

7. 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 **3 days prior to meeting** mentioning their name, de-mat account number/folio number, email id, mobile number at rsyld@gmail.com, 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, de-mat account number/folio number, email id, mobile number at rsyld@gmail.com, company email id. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES. 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 rnthelpdesk@linkintime.co.in 2. For De- mat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) 3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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, first on 03rd September, 2021 for shareholders present in AGM Physical Voting and 2nd 24th September -2021 for those shareholders who would like to participate in AGM through e-voting/VC/OVAM.

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, if there is holiday on 2nd day than third day, of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 30th September, 2021 and communicated to the Stock Exchange(s).

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

FOR AND ON BEHALF OF THE BOARD

Registered Office : 2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur - 302003
Dated: 06/09/2021


(AMITABH HIRAWAT)
MANAGING DIRECTOR
DIN 00349697)


(ARTI HIRAWAT)
DIRECTOR
(DIN: 00349855)

TO
The Members of
RISHAB SPECIAL YARNS LIMITED
JAIPUR

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

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

	Amount in rupees	
	2021	2020
Net Sales/ Income From Operations	-	2671831
Other Income	471	154828
Profit/(Loss) before depreciation, finance cost, exceptional items & taxes.	(1096446)	(1442336)
Less: Finance Cost	84810	336329
Profit/(Loss) before depreciation, exceptional items & taxes.	(1181256)	(1778665)
Less : Depreciation	-	4561
Profit/(Loss) before exceptional items & taxes	(1181256)	(1783226)
Exceptional items : Profit/Loss on sale of land & demolition of building	7374171	3708711
Profit/(Loss) before tax	6192915	1925485
Provision for Taxation (Deferred Tax)	1443168	(11598)
Profit/ (Loss) after tax	4749747	1937083
Balance Brought forward from the last year	(95416356)	(97343439)
Balance Carried to Balance Sheet	(90666609)	(95416356)

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 not done any business and profit belongs to profit on sale of land. The company has earned a profit of Rs. 47.497 lakhs, profit on sale of land and providing the deferred tax expenses of Rs. 14.43 lakh on unabsorbed depreciation and business loss, in comparison to profit of Rs. 19.37 lakhs, which was also due to profit on sale of Land and one container of goods exported in last year. The Basic and diluted EPS during the year is Rs. 1.334 as compare to Rs. 0.544 in previous year. There are no separate divisions in the company so division wise working details are not applicable.

GLOBAL PANADEMIC - COVID-19 :- The outbreak of Corona virus (COVID-19) Pandemic Globally and in India caused significant disturbance and slow down of economic activity. It has significantly business operation at large. On March 24, 2020 Government of India ordered a Nation wide Lock Down of 21 days and thereafter the same was extended by both the State and Central Government from time to time. It has impacted the mind set of all including Business community, Consumers, employees and almost all the stakeholders. Since the manufacturing operations of the Company remain suspended since long, there is no major impact on the Company on this part.

Company does not have any fixed assets in its books as on 31st March 2021 except 2504.70 sq. mtr. land at E-38 -39 A, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan, for which Board of Director has passed a resolution to sell.

Company has some staff at the registered office which functioned generally from home during severity of pandemic. Some delay in statutory reporting/filing happened as the reporting staff and statutory appointees were also infected.

FUTURE PROSPECTS : The company is examining the future course of action in the given circumstances and the same 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:-

The Board of Directors in it's meeting held on 16.07.2021 has approved the sale of balance available land parcel of 2504.7 sq. mtrs and the same has been completed as on 1.09.2021. The effects of the same have/shall be utilized to repay the outstanding payments and non-secured loans of the Company.

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 exercises adequate internal financial controls with reference to financial statement. The company has appointed internal auditor to maintain adequacy of internal control and to audit the procedures. Internal Auditors have given report of satisfactory procedures.

8. Details of Subsidiary/Joint Ventures/Associate Companies: There is no company which either became or ceased to be a Subsidiary, joint ventures or associate company during the year. Hence 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 subsidiaries, associates and 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 a 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. 1,58,27,083/- and the year-end balance of loans taken from such parties was Rs. 88,81,711/-. Apart from above the company has not accepted any deposits. Repayments include funds taken on interest.

(a) Funds accepted during the year Rs 22,47,572.39, paid during the year Rs.91,92,945/-
(b) Remaing unpaid or unclaimed as at the end of the year- Rs. 88,81,711.20
(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 Shrimal & Co., Chartered Accountants, having firm registration No. 001704C were appointed as the statutory auditor of the company to hold office for a period of 5 consecutive years from the conclusion of the 29TH Annual General Meeting held on 29TH September, 2017 till the conclusion of the 34TH Annual General Meeting to be held in the year 2022. The requirement for the annual ratification of auditor's appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018. Hence, the resolution related to ratification of the auditor at this Annual General Meeting is not being sought.

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 are not required.
ii) Secretarial Audit Report: The Secretarial auditor has mentioned the facts that Company Secretary of the company was appointed w. e. f. 07.07.2020.

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 the than Company Secretary on 01.05.2019, company has given advertisement in leading Newspaper of Jaipur, Rajasthan Patrika approximately five to six times and personally communicated with 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. In such 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 has never been our intention to avoid/delay appointing a company secretary but were unable to finalize someone to join the company due to the constraints. We appointed the Company Secretary as soon as somebody agreed to join and in present case from 07.07.2020. The additional delay this time 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 it's 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

Shri Shashank Hirawat, retires by rotation and being eligible offer himself for re-appointment.

The Following is the change in key managerial person during the year:

Company Secretary Ms. Neha Goyal has joined from 07.07.2020.

Shri Amitabh Hirawat's Tenure as Managing Director of the Company came to an end on 31.01.2021 and was further extended with prior approval having been obtained in the previous Annual General Meeting held on 30.12.2020 for appointment of another 5 years. The resolution was passed and return of his appointment was duly filed with Registrar of Companies.

B) Declaration of Independence by Independent Director(s) and re- appointment, if any

Pursuant to section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section. Both the independent Director were re-appointed for next 5 years in 31st Annual General Meeting.

C) Formal Annual Evaluation

The Board of Directors of the company has initiated and put in place evaluation of its own performance, its committees and individual Directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the company.

18. Number of meetings of the Board of Directors:

The Board has met 7 times and independent directors once for the agenda related to the year ended 31st March, 2021.

19. Detail of Committee of Directors: Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each committee during the financial year 2020-21 and meeting attended by each members of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the Report.

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

20. Details of establishment of vigil mechanism for directors and employees: Your company has put in place the vigil mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report.

21. Policy on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matters provided under sub-section (3) of section 178: The details is given in Corporate Governance Report forming part of this report.

22. Particulars of loans, guarantees or investments under section 186: There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

23. Particulars of contracts or arrangements with related parties: There is no transaction with related party which requires disclosure under section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

24. Managerial Remuneration: The Ministry of Corporate Affairs ("MCA") has amended the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Managerial Remuneration Rules, 2014") by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 ("Amended Managerial Remuneration Rules, 2016"). Under these Rules a listed company is required to disclose (a) ratio of remuneration of director to the employees; (b) percentage increase in the remuneration of directors, key managerial personnel and employees; (c) average percentile increase already made in the salaries of employees and its comparison with the percentile increase in managerial remuneration and justification thereof etc., under its Board Report. As your Company neither provide any remuneration to any Director nor has any employee on its Roll except C.F.O. and Company Secretary which are mandatory regulatory requirement. There is no change in monthly salary paid to C.F.O. and Company Secretary during the year. Hence, there is no change in remuneration from last year to this year.

25. Secretarial Audit Report A Secretarial Audit Report for the year ended on 31st March 2021 in prescribed form duly audited by the Practicing Company Secretary M/s Sunita Garg & Associates is annexed herewith as Annexure - VIII and forming part of the report.

26. Corporate Governance: Your Company re-affirm its commitment to Corporate Governance and is fully compliant with the conditions of Corporate Governance provisions as specified in chapter IV of the Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. A separate section on compliance with the conditions of Corporate Governance is annexed as Annexure-I, and a Certificate from the firm of Practicing Company Secretary in this regard is annexed as Annexure - II, hereto and forms a part of the report.

27. Risk management policy: During the year, Management of the Company, evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various directors in monitoring and mitigation of risk and reporting process. The Risk Management Policy has been reviewed and found adequate to the requirements of the company.

28. MANAGEMENT DISCUSSION & ANALYSIS: This has been included as a separate Annexure - III to this Report.

29. Directors' Responsibility Statement : Pursuant to the requirements of section 134(1)(c) of the Companies Act, 2013 and on the basis of explanation and compliance certificate given by the Directors of the Company, and subject to disclosures in the Annual Accounts and also on the basis of discussions with the Statutory Auditors of the company from time to time, we state as under :

(a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) that the Directors have 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 profit and loss of the company for that period;

(c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) that the Directors have prepared the annual accounts on a going concern basis; and

(e) that the Directors, in the case of a listed company, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. Depository System : The company's shares can now be traded in electronic form. The company has entered into an agreement with CDSL to act as depository and for dematerialization of shares. CDSL has issued ISIN INE351D01013 and activated the same as on 25th August, 2014. Some of the shareholders have already dematerialized the shares to electronic form but most of shares till date are in physical form. The shareholders are requested to convert their physical holding to demat form.

31. Business Responsibility Report : Business Responsibility Report is attached as Annexure-VI.