

RISHABSPECIALYARNSLTD.

34TH ANNUAL REPORT

2021-2022

Board of Directors:

SHRI AMITABH HIRAWAT (M.D.).

SMT. ARTI HIRAWAT

SHRI SHASHANK HIRAWAT

SHRI PRADEEP LOIWAL (Independent Director)

SHRI KAMAL KISHORE KALANI (Independent Director)

VIJAY SINGH YADAV (C.F.O.)

NEHA GOYAL, (C.S.) (Up-to 03.01.2022)

SHEETAL SOMANI (C.S.) (from 12.01.2022
to 31.08.2022)

Auditors :

STATUTORY: S. Bhargava Associates, Chartered Accountants, Registration Number 003191C

Appointed in EGM dated 27.05.2022 to conduct the Statutory Audit for the period ended on 1.03.2022

JAIN SHRIMAL & CO, Chartered Accountants, Registration Number 001704C Resigned on 30.04.2022

INTERNAL: A. BHARGAV & ASSOCIATES, Chartered Accountants, Registration Number 050002S

SECRETARIAL: SUNITA GARG & ASSOCIATES, Company Secretary, Certificate of Practice Number: 4671

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)

CIN: 67190MH1999PTC118368

C-101, 247 Park, L. B. S. Marg, Vikhroli (West) Mumbai-400083

Contact No. +91 22 49186000, E-mail: rnt.helpdesk@linkintime.co.in, Web Site: www.linkintime.co.in

NOTICE

Notice is hereby given that the 34th 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, 2022 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, 2022 and the Profit and Loss Account for the year ended March 31, 2022 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 Auditors, M/s S. Bhargava Associates, Chartered Accountants having Firm Registration Number (FRN:003191C), Allotted by The Institute 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 39th 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. Appointment of Company Secretary To appoint Ms. Sheetal Somani (Membership No. A63403) 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. Sheetal Somani (Membership No. A63403) holding the prescribed qualification under Section 2(24) of Companies Act, 2013, as Whole time Company Secretary of the Company and Compliance Officer from 12.01.2022, 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 any other duties assigned by the Board from 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 appointment of company secretary and to take all the necessary steps including affixing digital signature on E-Form DIR-12 and submit with the Registrar of Companies, Rajasthan, Jaipur and to do all such acts which are required for giving effect to appointment and resignation of company secretaries."

FOR AND ON BEHALF OF THE BOARD

Registered Office : 2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur - 302003
Dated: 06/09/2022


(AMITABH HIRAWAT) (ARTI HIRAWAT)
MANAGING DIRECTOR/DIRECTOR
DIN 00349697) (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, 2022 to 30th September, 2022 (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. which is available at their web site www.Linkintime.co.in. 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 (i.e. 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 2021-2022 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: 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/Senior Management is given below :

Smt. Arti Hirawat
Designation :
Date of Birth
Date of Appointment
DIN
Education
Experience

Non-Executive Woman Director
26.02.1961
30.03.2015
00349855
B.A.
33 Years in Business

Expertise	TEXTILE
Other Directorship	Shashwin Textile Ltd.
Committee membership	2
Committee Chairmanship	0
Shareholding in RSVL on 31st March, 2022	54000

Ms. Sheetal Somani	
Designation	: Company Secretary cum Compliance Officer
Date of Birth	: 08.10.1992
Date of Appointment	: 12.01.2022
Date of Resignation	: 31.08.2022
Membership No.	: A63403
PAN	: GPQPS2230F
Education	: C.S.
Experience	: 1 Year
Expertise	: Company Secretarial Work
Other Directorship	: NIL
Committee Membership	: As a Secretary
Committee Chairmanship	: NIL
Shareholding in the Company as on 31.03.2022	: NIL

19. CDSL e-Voting System - For voting and joining Virtual meetings and e-voting during AGM

- 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 video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- 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.
- 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.
- 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.
- 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.
- 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.
- The AGM has been convened through VC/in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, vide. General Circular no. 33/2020 dated 28.09.2020, vide. General Circular no. 39/2020 dated 31.12.2020, vide. General Circular no. 10/2021 Dated 23-06-2021, General Circular no. 20/2021, Dated, 8-12-2021 and MCA Circular No. 2/2022 dated 05.05.2022.
- In continuation of this Ministry's General Circular No. 21/2021, dated 14th December, 2021 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2022, to conduct their AGMs on or before 31st December 2022 in accordance with the requirement laid down in para 3 and 4 of General Circular No. 20/2020 dated 05.05.2020. Wherein AGM can be held via video Conference (VC) or other Audio Visual Means (OAVM) or transact item through Postal Ballot in accordance with framework Provided in the aforesaid circulars upto 31st December 2022.
- All other requirements provided in the said general circulars viz Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020, General Circular no. 39/2020 dated 31st December 2020, General Circular no. 10/2021 dated 23rd June 2021, General Circular no. 20/2021 dated 8th December 2021 and MCA Circular No. 2/2022 dated 05.05.2022.

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

- (i) The voting period begins on 26.09.2022 at 9 AM and ends on 29.09.2022 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) 1st ON 02.09.2022 for Physical and 2nd on 23.09.2022 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 company where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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	<ol style="list-style-type: none"> 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. 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 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 De-mat 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 1800 22 55 33.
Individual Shareholders holding securities in De-mat 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders) <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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy-yy format) as recorded in your de-mat account or in the company records in order to login. <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 de-mat 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 viz; rsy1td@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 verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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 rsy1td@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 rsy1td@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 : 1800 22 55 33, 022- 23058738 and 22-23058542-43.

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 Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33/022-23058542/43.

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 02nd September, 2022 for shareholders present in AGM Physical Voting and 2nd on 23rd September, 2022 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, 2022 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: 06/09/2022


AMITABH HIRAWAT
MANAGING DIRECTOR
(DIN 00349697)


ARTI HIRAWAT
DIRECTOR
(DIN: 00349855)

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

As per the section 203 of the Companies Act, 2013 and Rules made there under all listed companies are required to have a full time Company Secretary. In this regard company has appointed Ms Sheetal Somani, holding Company Secretary degree, and has a relevant experience of Secretarial work. In the opinion of the Board of Directors, Ms. Sheetal Somani 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. Sheetal Somani as full time Company Secretary cum Compliance Officer of the Company pursuant to section 203, 2(51) and other applicable provisions of the Act, Rules made there under.

TO
The Members of
RISHAB SPECIAL YARNS LIMITED
JAIPUR

Your Directors have pleasure in presenting their 34th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2022

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

FINANCIAL RESULTS Amount in rupees	2022	2021
Net Sales/ Income From Operations--		
Other Income	99121471	
Profit/(Loss) before depreciation, finance cost, exceptional items & taxes.	(1925635)	(1096446)
Less: Finance Cost	1571	84810
Profit/(Loss) before depreciation, exceptional items & taxes.	(1924064)	(1181256)
Less: Depreciation --		
Profit/(Loss) before exceptional items & taxes	(1924064)	(1181256)
Exceptional items: Profit/Loss on sale of land & demolition of building	7460371	7374171
Profit/(Loss) before tax	5536307	6192915
Provision for Taxation (Deferred Tax)	1361098	1443168
Profit/ (Loss) after tax	4175209	4749747
Balance Brought forward from the last year	(90666611)	(95416356)
Balance Carried to Balance Sheet	(86491402)	(90666611)

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 minus current year expenses and Provisions. During the year following expenses are not usual:

- i) The Bombay Stock Exchanges has charged Penalty/late fees to the extent of Rs. 1.62 lakhs for non-appointment of Company Secretary for the period 2nd May 2019 to 06th July 2020 Rs. 1.52 lakhs and Late filing of AGM Voting Results Rs. 0.10 lakhs.
- ii) The Company has made provision for Rs. 8.267 lakhs in respect of Cess demanded by Textile Committee under the Textile Committee (Cess) Rules, 1975, for the period from 1989 to 1997, against which company has filed writ petition at Raj. High Court for holding the levy of Cess and for setting aside the demand. The case has been remanded back to Textile Tribunal by Rajasthan High Court but there is no further progress in this matter. So, the provision of amount equivalent to demand by the Textile Commissioner and deposited respectively under protest, amounting to Rs. 4.00 lakhs plus Rs. 4.267 lakhs retained by the SDM, Abu Road from the claim receivable by the Company from NHAI against the demand of The Textile Commissioner, are reflected as current assets in the Balance Sheet and the Demand of equivalent amount by Textile Commissioner is now classified as liability in place of contingent liability in the earlier Balance Sheets.

The above two items have increased the loss to that extent in the current year vis a vis last year.

In Income side Following is not of regular nature:

- i) Interest on refund of TDS deducted by NHAI in the year 2007-08 to the extent of Rs. 0.957 lakhs
- ii) Profit on sale of Land Rs. 74.630 lakhs though in previous year also it was 73.741 lakhs

After above adjustment the company has earned a profit after current/Deferred Tax of Rs. 41.752 lakhs, in comparison to profit of Rs. 47.497 lakhs in previous year. The Basic and diluted EPS during the year is Rs. 1.173 as compare to Rs. 1.334 in previous year. There are no separate divisions in the company so division wise working details are not applicable.

Company does not have any fixed assets in its books as on 31st March 2022.

FUTURE PROSPECTS: The current Promoter has entered into an Agreement dated 8th March 2022 with Mr. Sanjay Kumar Agarwal (Acquirer-1), and M/s Vimla Metcoke Ltd. (Acquirer - 2). Following this, The intending Acquirer has already gone through an open offer but the acquisition of Original Promoters has not yet been completed pending payment of consideration.

The new Promoter has mentioned in the Detailed Public Statement, which is also available on the SEBI website at www.sebi.gov.in, in object clause at point no 3.3.1 to 3.3.4 of the offer that:

3.3.1 The Acquirers shall achieve substantial acquisition of Equity Shares and voting share capital, accompanied with effective management control over the Target Company after completion of acquisition of the Sale Shares and the Open Offer.

3.3.2 The Acquirers do not intend to continue the existing business of the Target Company. The Acquirers reserve the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any such change in the structure that may affect the larger interest of the shareholders will be done with prior approval of shareholders

at a general body meeting of Target Company in accordance with regulation 25(2) of SEBI (SAST) Regulations, 2011 and in accordance with the laws applicable. The Acquirers may diversify, reorganize and/or streamline the business of Target Company for commercial reasons and operational efficiencies. The main purpose of takeover is exercising the effective management and control over the Target Company.

3.3.3 The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Open Offer.

3.3.4 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of RSVL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

In Draft Letter of Offer at point no. 3.1.6 it has been mentioned that:

"The Acquirers do not propose to continue existing business of the Target Company and may diversify its business activities in future with prior approval of shareholders. The main purpose of this acquisition is to acquire complete management control of the Target Company. The Acquirer 1 is engaged in the Business of Coke & Coking Coals and Acquirer 2 is engaged in the activity of manufacturing of Coke and by virtue of acquiring substantial stake and also the management control of the Target Company, the Acquirers intend to integrate some of their businesses with that of the Target Company thereby gaining an advantage of integration while additionally getting a ready listing platform."

There is no other documents available/communication received from new promoter regarding future plans of business.

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 Old promoters have agreed to sell their entire shareholding of 1574970 shares consisting of 44.232% of total share capital outstanding to the Acquirers 1) Mr. Sanjay Kumar Agarwal and M/s Vimla Metcoke Limited subject to fulfilling all terms and conditions of Sale Agreement dated 8.03.2022.

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.

The Company Secretary and Compliance Officer of the Company Ms. Sheetal Somani has resigned from 31.08.2022

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 Three parties including Managing Director of the company, another is an ex-Director of the Company and one Company in which Managing Director is a Director, covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 89,32,641/- and the year-end balance of loans taken was Rs. 14,29,910/-. Apart from above the company has not accepted any deposits.

(a) Funds accepted during the year Rs.9,43,770.94 paid during the year Rs.83,95,572/-. During the year the total outstanding of EX- Director and a Company in which Managing Director is a Director has been paid. Their balance outstanding at the year end is Nil.

(b) Remaining unpaid or unclaimed as at the end of the year- Rs. 1429910.14 which belongs to Shri Amitabh Hirawat, Managing Director of the Company.

(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. But suddenly due to pre