

RISHAB SPECIAL YARNS LIMITED

35th ANNUAL REPORT 2022-2023

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RISHAB SPECIAL YARNS LTD.

35TH ANNUAL REPORT 2023-2023

Board of Directors:

SHRI SANJAY KUMAR AGRAWAL (MANGING DIRECTOR)
SMT. RAKHI AGARAWAL (WOMEN DIRECTOR)
SHRI DHANANJAY GANESH PATIL (EXECUTIVE DIRECTOR)
SHRI SANDEEP KUMAR AGRAWAL (EXECUTIVE DIRECTOR)
SHRI PRATIK HARSHAD KALSARIYA (Independent Director)
SMT. PRIYA GUPTA (Independent Director)
SHRI DHANANJAY GANESH PATIL (CFO(KMP))
SHRI DEEPAK SHARMA (Company Secretary)

Auditors :

S. BAHRGAVA ASSOCIATES,
CHARTERED ACCOUNTANTS
SUNITA GARG & ASSOCIATES,
COMPANY SECRETARY

Registered Office:

2070, Rasta Bara Gangore E-mail: compliance.rsyl@gmail.com
Jaipur-302003 website: www.rishabspecial.in
Tel.: 0141-2575213, CIN: L17114RJ1987PLC004067
ISIN: (CDSL)INE351D01013

Registrar and Transfer Agent:

Link INTIME India Pvt. Ltd. (SEBI REGN No. INR000004058)
CIN: 6719OMH1999PTC118368
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

RISHAB SPECIAL YARNS LIMITED

REGD. OFFICE : 2070 RASTA BARA GANGORE, JOHARI BAZAR, JAIPUR-302003
E-mail : compliance.rsyl@gmail.com• Phone : 0141-2575213,+91-8657530413• CIN : L17114RJ1987PLC004067
Visit us at www.rishabspecial.in

NOTICE:

Notice is hereby given that the 35TH Annual General Meeting of the Members of RISHAB SPECIAL YARNS LIMITED will be held at Regd. Office at 2070, Rasta Bara Gangore Johari Bazar, Jaipur- 302003 on Wednesday, 27TH September, 2023 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, 2023 and the Profit and Loss Account for the year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Rakhi Agrawal (DIN 10104480), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint a director in place of Mr. Sanjay Kumar Agrawal (DIN 05308288), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Sandeep Kumar Agrawal (DIN 07231227), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To Appoint Statutory Auditors of the Company and Fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139-142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and 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, as amended from time to time M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s S.Bhargava Associates, Chartered Accountants having Firm Registration Number (FRN:003191C) to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the Forty (40Th) AGM to be held in 2028(subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors:

6. Appointment of Secretarial Auditors:

To consider and thought fit, to pass with or without modifications the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act, 2013, M/s .Shravan A, Gupta & Associates, Practicing Company Secretaries (CP.No.9990) within the meaning of Section 2(25) of the Companies Act, 2013 be and is hereby appointed as secretarial auditor of the company for the financial Year 2023-24 on the terms of remuneration as agreed by the Board of directors and the Board of directors of the company be and is authorized to fix the remuneration from time to time in consultation with Audit Committee and the conclusion of this annual general meeting until the conclusion of next annual general meeting

SPECIAL BUSINESS:**7. FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF RAJASTHAN TO THE STATE OF MAHARASHTRA.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of section 12 & 13 read with Rule 30 of Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the confirmation/approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Rajasthan to the State of Maharashtra.”

“RESOLVED FURTHER THAT subject to the aforementioned confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II: “II. The Registered Office of the Company will be situated in the State of Maharashtra”

“RESOLVED FURTHER THAT upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of Rajasthan to the State of Maharashtra.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.

8. FOR CHANGE OF NAME OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Special Resolution

“RESOLVED THAT pursuant to the proviso to Section 13(2) of the Companies Act, 2013, and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government (power delegate to Registrar of Companies) and any other Regulatory authorities as may be necessary ,consent of the members is hereby given for changing the name of the company From **“RISHAB SPECIAL YARNS LIMITED “ to “VIMLA NEXTERA COKE & POWER LIMITED” or “VIMLA NEXTERA COKE & ENERGY LIMITED” or “VIMLA NEXTERA COKE LIMITED”** or any other name as may be approved by the regulatory authorities Whether under the companies Act,2013 or any other rules, laws ,acts, statutes, or regulation as may be applicable to the company.

“FURTHER RESOLVED THAT the name clause being clause I in the Memorandum of Association of the company be alter accordingly.

“FURTHER RESOLVED THAT in terms of section 14 of the companies Act,2013 the article Association of the Company be alter by deleting existing name of the company where ever appearing & substituting it with the new name of the company.

“FURTHER RESOLVED THAT the Board of Director or any committee thereof is hereby authorised except any other name approved by the relevant regulatory authorities And seek Approval for the change in the name of the company according without making further any reference to the members for the approval

9. To Regularization of additional Director, Mr.Dhananjay Ganesh Patil (DIN. 10233695) as a Director of the Company:

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

“RESOLVED THAT Mr.Dhananjay Ganesh Patil (DIN. 10233695),who was appointed as an Additional Director and hold office upto the date of ensuring Annual General Meeting of the company by the Board of Directors with effect from July,17,2023 as per under section 161(1) of the companies Act,2013(the “Act” and who is eligible for appointment and has consented to act as director of the company and in respect of whom the company has received a notice in writing from under section 160 of the Act proposing his candidature for the office of Director ,be and hereby appointed as a Director of the Company.”

FOR AND ON BEHALF OF THE BOARD**Sd/-**

(SANJAY KUMAR AGRAWAL)
MANAGING DIRECTOR
DIN 05308288)

Sd/-

(DHANANJAY GANESH PATIL)
EXECUTIVE DIRECTOR
(DIN: 10233695)

Place: Jaipur**Dated: 02/09/2023**

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 compliance.rsyl@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 21st September, 2023 to 27th September, 2023 (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 (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 2022-2023 will also be available on the Company's website <http://www.rishabspecial.in> 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: compliance.rsyl@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 :

MR.DHANANJAY GANESH PATIL

Designation	:	Executive Director
Date of Birth	:	27/07/1988
Date of Appointment	:	17.07.2023
DIN	:	10233695
Education	:	MBA
Experience	:	5 Years in Business
Expertise	:	IT
Other Directorship	:	NA
Committee membership	:	0
Committee Chairmanship	:	0
Shareholding in RSYL on 31st March, 2023	:	NIL

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

- (i) The voting period begins on 24.09.2023 at 9 AM and ends on 26.09.2023 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) ON 22.09.2023 for Physical and may cast their vote electronically. The E-Voting 1st Cut off date 01.09.2023 And 2nd E-voting Cut Off date is on 19.09.2023 .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 above said 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 My easi. 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 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