

FORM A

FORMAT COVERING LETTER OF THE ANNUAL REPORT TO BE FILED WITH THE STOCK EXCHANGE

1	NAME OF THE COMPANY	RISHAB SPECIAL YARNS LIMITED
2	ANNUAL FINANCIAL STATEMENT FOR THE YEAR ENDED	31 ST MARCH 2015
3.	TYPE OF AUDIT OBSERVATION	UN-QUALIFIED
4.	FREQUENCY OF OBSERVATION	N.A.
5.	TO BE SIGNED BY	
	CEO/MANAGING DIRECTOR	SHRI AMITABH HIRAWAT
	AUDITOR OF THE COMPANY	SHRI S. K. JAIN, PARTNER JAIN SHRIMAL & CO., CHARTERED ACCOUNTANT
	DIRECTOR OF THE COMPANY	SMT. ARTI HIRAWAT

For Rishab Special Yarns Ltd.

Authorized Signatory

RISHAB SPECIAL YARNS LTD.

27th Annual Report 2014-15

Board of Directors :

SHRI AMITABH HIRAWAT
SMT. ARTI HIRAWAT
SHRI CHANDRA MOHAN KHANDELWAL
SHRI PRADEEP LOIWAL
SHRI KAMAL KISHORE KALANI

Auditors :

JAIN SHRIMAL & CO.
Chartered Accountants

Registered Office :

2070, Rasta Bara Gangore
Jaipur - 302 003
Tel. & Fax : 0141-2575213
E-mail : rsyltd@gmail.com
Website : www.rishabspecial.com
CIN : L17114RJ1987PLC004067

NOTICE

Notice is hereby given that the Twenty Seventh 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 Monday, 28th September, 2015 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, 2015 and the Profit and Loss Account for the year ended March 31, 2015 and the Report of the Board of Directors and Auditors thereon.
2. 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:

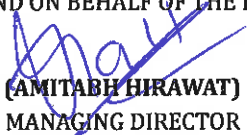
"RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, the retiring Statutory Auditor M/s. Jain Shrimal & Co., Chartered Accountants, having firm registration No. 001704C Allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 27th Annual General Meeting for term of consecutive three years till conclusion of the 29th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this 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:

3. **APPOINTMENT OF WOMAN DIRECTOR :** To appoint Smt Arti Hirawat, (holding DIN 00349855) as an Additional Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Arti Hirawat (DIN : 00349855), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby elected and appointed as Additional Director of the Company retire by rotation.

FOR AND ON BEHALF OF THE BOARD


(AMITABH HIRAWAT)
MANAGING DIRECTOR
(DIN 00349697)

Registered Office :
2070, Rasta Bara Ganagore,
Jaipur - 302003
Dated : 02/09/2015

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 of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy 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 account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at rsyltd@gmail.com. The query must reach to 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, 2015 to 23rd September, 2015 (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. 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. System Support Services. 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. System Support Services, for their 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. System Support Services, 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. 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.
14. 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.

15. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2014-2015 will also be available on the Company's website <http://www.rishabspecial.com> for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : rsyltd@gmail.com
16. As required under clause 49 (vi) of the Listing Agreement, brief resume including experience, other Directorship and Committee membership of the person proposed for reappointment as director is given below :

Smt. ARTI HIRAWAT

Date of Birth	: 26.02.1961
Date of Appointment	: 27.10.2014
DIN	: 00349855
Education	: B.A.
Experience	: 30 Years in Business and Industry
Other Directorship	: Shashwin Textile Ltd.
Committee membership	: 2
Committee Chairmanship	: 1
Shareholding in RSYL on 31st March, 2014	: 54000

SHRI CHANDRA MOHAN KHANDELWAL

Date of Birth	: 14-11-1956
Date of Appointment	: 11-07-2011
Date of Resignation	: 30.03.2015
DIN	: 00420235
Education	: B.Com., L.L.B.
Experience	: 30 Years in Business
Other Directorship	: Shree Shine Glass Stones Pvt. Ltd., Shree Jai Glass Co. Pvt. Ltd.
Committee membership	: Nil
Committee Chairmanship	: Nil
Shareholding in RSYL	: 47810

17. Process and manner for members opting for E-voting.
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
 - III. The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "RISHAB SPECIAL YARNS LIMITED" from the drop down menu and click on "SUBMIT"

v) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. DOB if not registered with the DP then enter it as 01/01/1990
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

Please enter any one of the details in order to login.

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

vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii) Click on the relevant EVSN on which you choose to vote.

ix) 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.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi) 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.

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

(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

(B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

- (D) The voting period begins on "Tuesday" 22.09.2015 from 9.30 A.M. and ends on the "Thursday" 24.09.2015 till 6.00 P.M.. 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 **of 21-September-2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
18. 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 21st September-2015**.
19. Mrs. Sailja Sharma, Practicing Company Secretary, FCS No. 6872 and C.P. Membership No. 7554 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. 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.
21. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 28th September, 2015 and communicated to the Stock Exchange(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ("The ACT"), the following explanatory statements sets out all material facts relating to the business mentioned under items No. 3 of the accompanying notice dated 2nd September, 2015.

To Resolution No. 3. :


The Board of Directors has received a notice from the shareholder proposing the candidature of Mrs. Arti Hirawat (DIN 00349855) as a additional Women Director to be appointed under the provisions of Section 149, 152 and read with rule 3 of the companies (Appointment and Qualification of Director) Rule, 2014 of the Companies Act, 2013. Mrs. Arti Hirawat is B.A. from Rajasthan University, she was Director in Shashwin Textiles Ltd and doing business in her individual capacity as well From last 30 years thus, she has wide expertise in Textile and administration. The Company has received from Mrs. Arti Hirawat (i) consent in writing to act as Women Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The Resolution seeks the approval of members for the appointment of Mrs. Arti Hirawat as Women Director of the Company. She is liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Arti Hirawat proposed to be appointed, as a Women Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder.

None of the Directors except Mr. Amitabh Hirawat, Husband of Mrs. Arti Hirawat, and Mrs. Arti Hirawat for whom the Resolution relates, are interested or concerned in the Resolution.

The Board seeks approval of the members for the appointment of Mrs. Arti Hirawat as Woman Director of the Company pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she is liable to retire by rotation.

**By Order of the Board
FOR AND ON BEHALF OF THE BOARD**


(AMITABH HIRAWAT)
MANAGING DIRECTOR
(DIN 00349697)

Registered Office :
2070, Rasta Bara Ganagore,
Jaipur - 302003
Dated : 02/09/2015

DIRECTORS' REPORT

TO
The Members of
RISHAB SPECIAL YARNS LIMITED
JAIPUR

Your Directors have pleasure in presenting their Twenty Seventh Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

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

FINANCIAL RESULTS	Amount in rupees	
	2015	2014
Net Sales/ Income From Operations	-	-
Other Income	223167	220732
Profit/(Loss) before depreciation, finance cost, exceptional items & taxes.	(552413)	(210826)
Less: Finance Cost	-	2811
Profit/(Loss) before depreciation, exceptional items & taxes.	(552413)	(208015)
Less : Depreciation	-	-
Profit/(Loss) before exceptional items & taxes	(552413)	(208015)
Exceptional items : Profit on sale of land & building	-	-
Profit/(Loss) before tax	(552413)	(208015)
Provision for Taxation	-	-
Profit/ (Loss) after tax	(552413)	(208015)
Balance Brought forward from the last year	(106260142)	(106052127)
Balance Carried to Balance Sheet	(106812555)	(106260142)

2. Dividend

In view of the current year operational loss and carried forward losses, your directors are unable to declare dividend.

3. Reserves

In view of the current year 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 incurred a loss of Rs. 5.52 lakhs from non operating expenses. The loss during the year has increased due to increase in the fees of Stock Exchange, the increase in Legal and Professional fees is due to additional work related to excise case hearing and general inflation during the year. The company has now been able to pay off all its secured lenders and can now look forward to a new beginning. The management is examining various options to gainfully utilize factory assets at Abu Road. There is no division so division wise working details are not applicable.

FUTURE PROSPECTS : The company is continuously examining the possibility of starting some business to utilize the existing assets gainfully. The proposed activities 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. Change in the nature of business, if any: There is no change in the nature of business in the company during the year.**6. 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**

There is no 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.

7. 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:

The Commissioner – (Appeals), Customs, Excise and Service Tax have given its judgment and has rejected the Appeal filed by the company. So there is no change in the contingent liability as provided in the Annual Report of this year and earlier years. Now company can Appeal to Customs, Excise & Service Tax Appellate Tribunal (CESTAT) within 4 months of the above order which was passed on 06.06.2015. So, this judgement does not impact the going concern status and company's operations in future. Though the company has already stopped its production and sold its entire plant and machinery, major part of furniture & fixture, other fixed assets and some part of land & Building and is not operating in any segment as on date and is looking for new opportunity.

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

The company has adequate internal financial controls with reference to financial statement. As there is no employee involved in the company due to all operations stopped there is no requirement of any control. Though company has appointed internal auditor during the year to audit and highlight the adequacy of internal control.

9. Details of Subsidiary/Joint Ventures/Associate Companies

There is no company which either have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year. So no statement about subsidiary company(ies) is required to be given.

10. 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.

11. Deposits

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

The company has taken interest-free unsecured loans, repayable on demand, from four parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 2,00,27,951/- and the year-end balance of loans taken from such parties was Rs. 1,87,26,985 /-.

Apart from above the company has not accepted any deposits.

(a) accepted during the year Rs. 35,42,068/-

(b) remained unpaid or unclaimed as at the end of the year; Rs. 1,87,26,985/-

(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;

12. Statutory Auditors

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

13. 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 is not required.

ii) Secretarial Audit 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 is not required.

14. Share Capital

A) Issue of equity shares with differential rights

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

B) Issue of sweat equity shares

The Company has not issued any sweat equity shares from inception to till date.

C) Issue of employee stock options

The Company has not issued any employee stock options to any of its employee from its inception to till date.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

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

15. 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)

16. 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.

17. Corporate Social Responsibility (CSR) :

Neither the Company fall under the criteria for which the Corporate Social Responsibility applicable nor it has operations. So it is not applicable to the company.

18. Directors:

A) Changes in Directors and Key Managerial Personnel

Shri Chandra Mohan Khandlwal has resigned under section 168 of the companies Act, 2013 from the directorship from 30.03.2015 and Smt. Arti Hirawat has joined as woman director during the year and Mr. Vishal Sharma joined as company secretary as on 30.3.2015.

There is no change in key managerial person during the year except Mr. Vishal Sharma, joined as company secretary as on 30.3.2015.

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 has not completed their first term of 5 years. So, re-appointment is not required.

C) Formal Annual Evaluation

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

19. Number of meetings of the Board of Directors:

The Board have met 6 times and independent directors once during the year ended 31st March, 2015.

20. 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 2014-15 and meeting attended by each members of the Committee as required under the Companies Act, 2013 are provided in Corporate Governane Report and forming part of the Report.

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

21. 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.

22. 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 detail is given in Corporate Governance Report forming part of this report.

23. 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.

- 24. 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.
- 25. Managerial Remuneration:** Your Company neither provide any remuneration to any Director nor has any employee on its Roll so the analysis of Remuneration pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.
- 26. Secretarial Audit Report** A Secretarial Audit Report for the year ended on 31st March 2015 in prescribed form duly audited by the Practising Company Secretary M/s Shailja Sharma & Associates is annexed herewith as Annexure – VIII and forming part of the report.
- 27. Corporate Governance:** Your Company re-affirm its commitment to Corporate Governance and is fully compliant with the conditions of Corporate Governance stipulated in Clause 49 of the Listing Agreement with Stock Exchanges. A separate section on compliance with the conditions of Corporate Governance as Annexure-I, and a Certificate from the firm Practising Chartered Accountant in this regard is annexed as Annexure – II, hereto and forms a part of the report.
- 28. 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.
- 29. MANAGEMENT DISCUSSION & ANALYSIS :** This has been included as a separate Annexure - III to this Report.
- 30. 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 :
- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
 - that the directors had 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;
 - that the directors had 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;
 - that the directors had prepared the annual accounts on a going concern basis; and
 - that the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
 - that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- 31. 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 shareholders has already dematerialized its shares in electronic form but most of shares till date are in physical form. The shareholders are requested to convert their physical holding to dematerialization.
- 32. Business Responsibility Report :** Business Responsibility Report is attached as Annexure-VI.
- 33. Employees :** None of the employees of the company is in receipt of remuneration of Rs. 60,00,000/- or more per annum, if employed for whole of the year or Rs. 5,00,000/- or more per month, if employed for part of the year.
- 34. Acknowledgements :** The Board gratefully acknowledges the co-operation and support given by the Shareholder, Creditors, Bank and financial institutions and others.

For and on behalf of the Board of Directors

Place: JAIPUR
Date: 02/09/2015


(Amitabh Hirawat)
Managing Director
(DIN 00349697)

ANNEXURE - 1**1. CORPORATE GOVERNANCE REPORT :** Corporate Governance Report as required by clause 49 of Listing Agreement.

Company's Philosophy on Corporate Governance : Company's philosophy in relation to Corporate Governance is to ensure transparency in all it's operations, make disclosures and comply with various laws and regulations. Emphasis therefore is on adding value to it's shareholders, investors, employees, suppliers, customers and the community at large.

Declaration for Compliance with Code of Conduct : Pursuant to clause 49 1 (D) of the Listing Agreement with the Stock Exchanges, it is hereby declared that all Board Members and senior Management team of the Company have affirmed compliance with the company's code of conduct for the financial year ended 31st March, 2015.

CEO Certification : In terms of clause 49 of the Listing Agreement, the Certification by the Managing Director on the financial statements and internal control relating to financial reporting has been obtained and is part of this report as Annexure - (V).

2. Board of Directors : The Board of Directors consists of 4 directors (One Managing Director, one Woman Director joined on 30.03.2015 and two Non Executive independent Directors. Shri Chandra Mohan Khandelwal has resigned on 30.03.2015 and Smt. Arti Hirawat has been appointed in his place. During the year Board Meetings were held on 30th May 2014, 14th August 2014, 03rd November 2014, 14th November 2014, 14teenth February 2015 and 30th March 2015. The Board was presented with the relevant and necessary information at it's meetings. The attendance of each Director at the Board Meeting during the year and at the last Annual General Meeting and Extra Ordinary General Meeting and also the other Companies and Committees where he is a director/member is tabulated below:

Name of Directors	Category	Attendance Particulars		No of other Directorship and Committee Member/Chairmanship		
		Board Meeting	Last AGM/EOGM	Other Directorship	Committee Membership	Committee Chairmanship
Sh. Amitabh Hirawat	Managing Director & Promoter	6	Yes	3	1	-
Sh. Chandra Mohan Khandelwal	Non Executive Director	5	Yes	2	2	-
Sh. Pradeep Loiwal	Non Executive Independent Director	6	Yes	1	3	1
Sh. Kamal Kishore Kalani	Non Executive Independent Director	5	Yes	1	3	1
Smt. Arti Hirawat	Non Executive Woman Director & Promoter	1	Yes	1	2	-

Shri Chandra Mohan Khandelwal was director since 05.10.2002 and has resigned on 30.03.2015 and Smt. Arti Hirawat become the Director from 30.03.2015.

Meeting of Independent Directors and their attendance: Independent Directors to Meet at least once in a year to deal with matters listed out in schedule IV and clause 49 of the Listing Agreement which inter-alia includes, review the performance of non-independent directors, chairman and the Board as a whole and assess quality and quality of flow of information to perform the duties by the Board of Directors. Both the Independent Directors has attended the meeting.

Directors Remuneration: Due to losses in the company and operation being closed the company does not paid any remuneration, sitting fees or commission to any of the Director whether executive, non executive or independent.

3 Audit Committee : The Board of Directors has constituted and audit committee of the Directors and empowered the Committee to deal with all such matters which it may consider appropriate to perform as audit committee including items specified in section 177(4) of the Companies Act, 2013 (as may be modified/amended from time to time), items specified in Clause 49 of the Listing Agreement under the head role of audit committee(as may be modified/amended from time to time) and such matters as may be assigned by the Board of Directors. The committee in addition to other business, review un-audited and/or audited financial results for the relevant quarter, half year and the year for adoption/approval by the board, review internal control system and procedures and its adequacy, risk management, related party transaction, audit program, nature and scope of audit program, appointment and remuneration of Auditors. The composition of the audit committee and details of meeting attended by members thereof are as follows:

Name of Directors	Category of Directorship & Designation	Qualifications	No. of Meeting Attended
Sh. Chandra Mohan Khandelwal	Non Executive Member of the Committee	B.Com., LLB	4
Sh. Pradeep Kumar Loiwal	Non Executive Member of the Committee Independent	B.E.	4
Sh. Kamal Kishore Kalani	Non executive Chairman of the committee Independent	B.Com., F.C.A.	4
Smt. Arti Hirawat	Non Executive Member of the Committee	B.A.	Nil

During the year under review, the audit committee met 4 times on 30.05.2014, 14.08.2014, 14.11.2014 and 14.02.2015. Its meetings were also attended by the Managing Director and the Statutory Auditors.

The Chairman of the audit committee along with other members attended the last Annual General Meeting of the company held on 28th November, 2014.

Shri Chandra Mohan Khandelwal has resigned from the Directorship and all committees and Smt. Arti Hirawat has joined the Board on 30.03.2015 and Board in its meeting held on 30.03.2015 has appointed Smt. Arti Hirawat as member of the audit committee and accepted the resignation of Shri Chandra Mohan Khandelwal.

Nomination/Remuneration Committee : The company had constituted a Nomination/Remuneration committee. The role of the committee is to perform all such matters as prescribed under the Companies act, 2013 and rules framed there under (as may be modified/amended from time to time) and clause 49 of the Listing Agreement (as may be modified/amended from time to time), consisting of Shri Chandra Mohan Khandelwal, Shri Kamal Kishore Kalani and Shri Pradeep Kumar Loiwal as members of the Committee till 30.3.2015 and on 30.03.2015 Smt. Arti Hirawat has joined the committee and Shri Chandra Mohan has resigned from the committee membership.

The Company does not pay any remuneration to either Executive Director, Non-Executive Directors or Independent Directors of the Company. The Company has not issued stock options to any of its Director. The Company has not paid any remuneration to the Managing Director of the company.

Stake Holders Grievance Committee : The name of stake holders/investors relationship committee has been changed to Stake Holders Grievance Committee. Which is comprised of Shri Pradeep Loiwal as Chairman and other members viz. Shri Chandra Mohan Khandelwal and Shri Amitabh Hirawat (Managing Director of the Company). Shri Chandra Mohan Khandelwal has resigned from the directorship and committee membership as on 30.03.2015 and Smt. Arti Hirawat has joined in his place. The role of the committee is to consider and resolve the grievances of security holders and perform such roles as may require under the Companies Act, 2013 and Clause 49 of the Listing Agreement. Continuous efforts are made to ensure that grievances are expeditiously redressed to the satisfaction of investors. attend to investor's complaints pertaining to transfer/transmission of shares, non receipt of dividend, share certificates and other related matters.

Besides seeking general information pertaining to status of Company, listing of shares of the Company, Price of the Shares quoted at Stock Exchanges, reasons of non trading of Company's Shares, position of dematerialisation of company shares, No other complaints were received. The information asked were provided to the satisfaction of the shareholders and no complaint was pending as on 31.03.2015.

During the year 8 meetings of share transfer committee/investor's grievance committee were held on 09.06.2014, 09.09.2014, 30.09.2014, 05.11.2014, 05.12.2014, 01.01.2015, 05.01.2015, 10.02.2015, 14.02.2015 and 25.03.2015 and 3600 shares of 28 share holders were transferred.

Compliance Officer : Amitabh Hirawat - Managing Director

General Body Meetings :- Details of the last three Annual General Meetings are as under :

AGM/EOGM	Date	Time	Venue	No. of Special Resolution passed
24th AGM	28.09.2012	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	3 Nos.
25th AGM	28.09.2013	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	-
26th AGM	28.11.2014	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	6 Nos.

There was no special resolution passed in the financial year 2014-15 by postal ballot. As of date, there is no proposal to pass any resolution by postal ballot.

Disclosures : There is no transaction of materially significant nature with related party that may have potential conflict with the interest of the company at large. Transactions with related parties are disclosed in note on "Related Party Disclosures" annexed to the financial statements for the year. Adequate care was taken to ensure that the potential conflict of interest did not harm the interests of the company at large.

There were no instances of material non-compliance and no major strictures or penalties imposed on the company either by SEBI, Stock Exchange or any statutory authorities on any matter related to capital markets during the last three years. During 2013-14 an amount of Rs. 1,00,562/- was paid to DSE out of which Rs. 84270/- including service tax was towards listing fees, Rs. 8427/- including service tax towards reinstatement fees and Rs. 7865/- including service tax was towards processing fees of reinstatement and capital confirmation certificate, and Rs. 102358/- was paid to Jaipur Stock Exchange towards settlement of outstanding listing fees upto the year 2013-14 after waiver of Rs. 25,200/- i.e. 20% on total outstanding listing fees as one time settlement of outstanding dues, during the 2013-14.

WHISTLE BLOWER POLICY & Vigil Mechanism : Rishab Special Yarns Limited (RSYL) has formulated a Whistle Blower Policy/Vigil Mechanism. In terms of this policy, employees of RSYL are free to raise issues, if any, on breach of any law, statute or regulations by the company and report them to the Audit Committee through specified channels. This mechanism has been communicated to all employees.

All the mandatory requirements of Corporate Governance have been complied with and company is also in process of adoption of non mandatory requirements.

Means of Communication: During the year quarterly, half yearly and yearly financial results of the company were submitted to the stock exchanges soon after the Board Meeting approved these and were also published in two newspapers-Money Makers (English) & Dainik Mahalaxmi Bhagyodaya (Hindi) and uploaded on the company's website at www.rishabspecial.com.

The Management's Discussion and Analysis of Operating Results and Financial Condition based on financial statements for the year forms part of the Annual Report for the year.

General Shareholders' Information:

27th Annual General Meeting

Date & Time	: 28th September, 2015 at 12 : 00 Noon
Venue	: 2070, Rasta Bara Gangore, Jaipur-302 003
Financial Calendar for the year 2015 - 2016	
Financial Year	: 1st April 2015 to 31st March, 2016
First Quarter Results	: 14teenth August, 2015
Second Quarter Results	: Second Week of November, 2015
Third Quarter Results	: Second Week of February, 2016
Yearly results (Audited)	: Last Week of May, 2016
Date of Book Closure	: 21st September to 23rd September, 2015 (Both days inclusive)

Due to operational loss during the year, no dividend is proposed.

List of Stock Exchanges:

The Bombay Stock Exchange Ltd., Mumbai
The Delhi Stock Exchange Ltd., New Delhi
Jaipur Stock Exchange Limited, Jaipur

The company had paid Annual Listing fees of the Bombay Stock Exchange, Mumbai upto 2015-16, Jaipur Stock Exchange Ltd and Delhi Stock Exchange Ltd. up to 2013-14 and to The Delhi Stock Exchange Ltd. upto 2013-14.

Scrip ID is : RISHYRN and Scrip Code is : 514177

Market Price Data : The Company's 200 shares were traded at Bombay Stock Exchange as on 24.11.2011 at an weighted average rate of Rs. 10.07 per share. There was no other trading of Company's shares during the year. No trading was done in other Stock Exchanges during the year. Performance in comparison to other index is not possible because no major trading has been done during the year.

Registrar and Transfer Agents : The company has appointed System Support Services 209, Shivai industrial Estate, Near Logitech Park, 89, Andheri Kuria Road, Saki Naka, Andheri (E), Mumbai, as Share Transfer Agents. The CDSL has informed vide it's letter no. CDSL/SAVC/VJ/EQ/11319 dated August 25, 2014 that ISIN(s) for the Company allotted is INE351D01013 activated from 25 August 2014 and the Company's investors can now avail the depository services with any of the Depository Participants registered with CDSL which are spread over the length and breadth of our country. Now investors are advised to send their shares for dematerialization through there any of the Depository who is registered with the CDSL.

Share Transfer System: Share transfers are generally completed within fifteen days of receiving the valid share transfer document.

Shareholders of Rishab Special Yarns Limited with more than one percent holding at 31st March, 2015 are as under :

Name of Shareholders	No. of Shares	% of Total no. of Shares
Amitabh Hirawat	324800	9.12
Nathmall Hirawat	305360	8.58
Chnadra Mohna Khandelwal	47810	1.34
Amitbah Hirawat (Karta)	48000	1.35
Shashank Hirawat	46900	1.32
Arti Hirawat	39000	1.10
Aditi Hirawat	40000	1.12
Ashwin Hirawat	41100	1.15
Shakti Vijay Steel Transforms Pvt. Ltd.	239300	6.72
Trepechy Textile Ltd.	320200	8.99
Trepechy Trading Pvt. Ltd.	90000	2.53

Distribution of Shareholding as at 31st March, 2014

Shareholding		Shareholders		Shares Held	
From	To	Number	% of Total	No. of Shares	% of Total
1	500	13534	98.115	1643830	46.166
501	5,000	235	1.704	295110	8.288
5001	10000	8	0.058	60600	1.702
10,001	& above	17	0.123	1561160	43.844
	Total	13794	100.000	3560700	100.00

Physical / Electronic share holding pattern: 0.093% equity shares have been dematerialised as on 31st March, 2015 and balance 99.907% shares are in physical form. The ISIN(s) for the Company allotted by CDSL is INE351D01013. The Company's investors can now avail the depository services with any of the Depository Participants registered with CDSL which are spread over the length and breadth of our country. Now investors are advised to send their shares for dematerialization through there any of the Depository who is registered with the CDSL.

Note: Promoters have not Pledged any of their shareholding.

Plant Location: E-38 & 39, Ambaji Industrial Area, Abu Road

The company had stopped production of Synthetic Yarn at all Units during 2004-05 and is in process of evaluating some viable business.

Address for Correspondence: Rishab Special Yarns Limited 2070, Rasta Bara Gangore, Jaipur-302003

Annexure -II :

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Shareholders of Rishab Special Yarns Limited

We have examined the compliance of conditions of Corporate Governance by Rishab Special Yarns Limited for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.

The compliance of conditions of corporate governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of an opinion of the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate Governance as stipulated in the above mentioned listing agreements, which were required to be complied with up to 31st March, 2015.

We further state that such compliance is neither an assurance as to the future viability of the company, nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

PLACE: JAIPUR
DATED: 02/09/2015



FOR JAIN SHRIMAL & CO.
Chartered Accountants

S.K. Jain
(S.K. Jain)
PARTNER

DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

To the members of RISHAB SPECIAL YARNS LIMITED

Pursuant to clause 49 1(D) of the Listing Agreement with the Stock Exchanges, I hereby declare that all Board Members and senior management personnel of the Company have affirmed compliance with the Company's Code of Conduct as applicable to them.

PLACE: JAIPUR
DATED: 02/09/2015


Amitabh Hirawat
Managing Director
DIN 00349697

Annexure -III :

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

The Company is today in a transformation stage where it needs to determine its future course of action. Historically the company was involved in manufacturing and processing of Polyester Filament Yarn. It was forced to stop operations due to financial losses arising from a number of factors including locational disadvantage.

Industry Structure and Development :- The industry segment in which your company was operating is primarily located in Silvaasa and Daman, Union Territories, enjoying exceptional Tax Incentives and low Power Tariff. It is difficult to overcome the inherent locational disadvantage in absence of other factors, strong enough to counter the same. Of late some yarn consuming centers have grown significantly and could be considered as possible locations due to logistical advantage.

Opportunity and Threat :-

Opportunity: The company sees a possible opportunity of entering new businesses and is examining various business opportunities like , Granite cutting and polishing, PET Bottle recycling, polypropylene recycling and manufacturing of other plastics or synthetic products to utilize the existing land and building at Abu Road, gainfully. The Commercial Taxes changes have been made by Government of Rajasthan in its budget presented in July 2014. The changes have now made consumption of PTY manufactured in state competitive vis-à-vis yarn procured from outside of state. The same has opened a window for reviving the business activity of texturising of polyester yarn (part of existing business) at either at the existing location or a new location identified by the management which has become a major center for consumption of textured yarn and where demand is being presently met from supplies coming from Silvaasa is still under consideration but is being deferred till GST regime become applicable. We still await the GST regime being ushered in, hope fully at an early date. In the meanwhile we are considering the options of commencing activity of processing precious and semi-precious stones. The promoters enjoy generations of experience in the field.

Threat: Apart from slow down in overall economy of the world in general and of India in particular entering new business at this stage is risky and in absence of definitive introduction of GST regime, the viability of yarn manufacturing business shall depend on the Companies capacity to procure raw material at competitive cost..

Segment-wise or product wise performance:- Due to suspension of operations there is nothing to report on segment-wise performance.

Outlook:- The outlook of the company shall depend on it's ability to raise finances for its future planning. We are hopeful of starting a profitable activity and gainfully utilize available assets of the company during the period ahead..

Risk and concerns:- The risk shall be duly evaluated before finalizing business activity.

Internal Control systems and their adequacy:- The company has adequate control systems commensurate with its size of business activity.

Discussion on financial performance with respect to operational performance: The company has now been able to pay off its secured lenders. The company having discontinued its earlier operations now look forward to utilize its assets gainfully and is examining various options to do so.

Material Development in Human Resources/Industrial front:- Company continues to have good record of industrial relation.

ANNEXURE - IV :

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014:

Conservation of energy: As all manufacturing operations of the company remains suspended, the power consumption pertains to general lighting and office requirement only.

- (i) the steps taken or impact on conservation of energy: N.A. ;
- (ii) the steps taken by the company for utilising alternate sources of energy: N.A.;
- (iii) the capital investment on energy conservation equipments: N.A.;

(B) Technology absorption:

Due to discontinuance of manufacturing activity, no change in technology was adopted.

(C) Foreign exchange earnings and Outgo:

Particular	2015	2014
Earning	Nil	Nil
Outgo	Nil	Nil

Annexure - V

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION


I, the undersigned, in my capacity as Chief Executive Officer of Rishab Special Yarns Limited ("the company") to the best of my knowledge and belief certify that :

- (a) I have reviewed the financial statements and cash flow statement for the year ended 31-03-2014 and based on my knowledge and belief, it is stated that:
 - (i) These Statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading.
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) It is further stated that to the best of my knowledge and belief, there are no transactions entered in to by the company during the year, which are fraudulent. I hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the code of conduct as adopted by the company.
- (c) I am responsible for establishing and managing internal controls and evaluating the effectiveness of the same over the final reporting of the company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated, wherever applicable, to the Auditors and Audit Committee:
 - (i) Significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) Significant changes, if any, in the accounting policies made during the year and ;
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal system over financial reporting.

PLACE : JAIPUR

DATE : 02/09/2015

Note: Company presently has no C.F.O.


AMITABH HIRAWAT
 MANAGING DIRECTOR (C.E.O.)
 DIN 00349697

Annexure - VI

Business Responsibility Report:

Section A: General Information:

Corporate Identity Number{ CIN } : L17114RJ1987PLC004067

Name of the Company: Rishab Special Yarns Limited

Registered Office: 2070, Rasta Bara Gangore, Johari Bazar, Jaipur-302003.

Website: www.rishabseccial.com, Email id: rsyltd@gmail.com,

Financial Year Reported: 2014-15

Sector: The company is in the Textile Sector NIC Code 2030. At present there is no product being produced by the company.

Company is not working at any location as of now.

Section B : Financial Detail of the Company

Paid up Capital INR 35607000/-, Total Turnove : Nil, Total Profit/ (Loss) after taxes: INR (552413)

Spending of Corporate Social Responsibility : N.A., Expenditure in CSR: N.A.

Section C: Other Details:

Company Does not have any subsidiary company. The company has stopped its production so does not have suppliers and distributor so the participation of other stakeholder in Business Responsibility does not applicable to the company.

Section D: BR Information:

Director responsible for BR: Mr. Amitabh hirawat, Managing Director is the head of BR his DIN is: 00349697,

Telephone no.: 0141-2575213, email id: rsyltd@gmail.com.

FORM No. MGT-9

Annexure- VII

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2015

Pursuant t section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (management & Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

1 CIN	L17114RJ1987PLC004067
2 Registration Date	17/04/1987
3 Name of the Company	RISHAB SPECIAL YARNS LIMITED
4 Category/Sub-category of the Company	Public Company/Limited by shares
5 Address of Registered Office & Contact detail	2070, Rasta Bara Gangore, Johari Bazar, Jaipur-302003, Telephone/Fax No.: 0141-2575213, E-mail: rsyltd@gmail.com, Website: www.rishabspecial.com
6 Whether Listed	Yes
7 Name, Address & Contact details of the Registrar & Transfer Agent, if any	SYSTEM SUPPORT SERVICES 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai - 400072. Tel: 022-28500835(5 Lines) Fax: 28501438, E-mail: sysss72@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: Due to incurrance of continuous losses year after year the Board of Director has taken decision in its meeting held on 29.10.2005 to discontinue the Business Operation of the Company. So,there is no business activity during the year. Earlier the company was doing the business as mentioned below:

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S.NO.	Name and Description of Main products/ services	NIC Code of the Product/Services	% to total turnover
1	Synthetic Filament Yarn Texturised	2030	NIL
2	Synthetic Filament Yarn Twisted	2030	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING.SUBSIDIARY/ASSOCIATE
		NIL	

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	-	922970	922970	25.92	-	922970	922970	25.92	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	652000	652000	18.31	-	652000	652000	18.31	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	-	1574970	1574970	44.23	-	1574970	1574970	44.23	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	17100	17100	0.48	-	17600	17600	0.49	0.01%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	1952030	1952030	54.82	3300	1948230	1951530	54.81	(0.01%)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	15200	15200	0.43	-	15200	15200	0.43	-
c) Others (specify)									
Non Resident Indians	-	1400	1400	0.04	-	1400	1400	0.04	-
Overseas Corporate Bodies-	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R-	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	1985730	1985730	55.77	3300	1982430	1985730	55.77	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	1985730	1985730	55.77	3300	1982430	1985730	55.77	-
C. Shares held by Custodian for GDRs & ADRs-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3560700	3560700	100.00	3300	3557400	3560700	100.00	-

ii) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ADITI HIRAWAT		40000	1.12	-	40000	1.12	-
2	AMITA NAVALKHA		10000	0.28	-	10000	0.28	-
3	AMITABH HIRAWAT		324800	9.12	-	324800	9.12	-
4	AMITABH HIRAWAT (KARTA)		48000	1.35	-	48000	1.35	-
5	ARTI HIRAWAT		54000	1.52	-	54000	1.52	-
6	ASHWIN HIRAWAT		41100	1.15	-	41100	1.15	-
7	CHANDRA MOHAN KHANDELWAL		47810	1.34	-	47810	1.34	-
8	DUSHALI KHANDELWAL		5000	0.14	-	5000	0.14	-
9	NATHMALL HIRAWAT		305360	8.58	-	305360	8.58	-
10	NATHMALL HIRAWAT (KARTA)		13000	0.37	-	13000	0.37	-
11	PADAM DEVI HIRAWAT		2000	0.06	-	2000	0.06	-
12	SHAKATI VIJAY STEEL TRANS FORMS PVT. LTD.		239300	6.72	-	239300	6.72	-
13	SHASHANK HIRAWAT		31900	0.89	-	31900	0.89	-
14	SHASHWIN TEXTILES LTD		2500	0.07	-	2500	0.07	-
15	TREPECHY TEXTILE LTD		320200	8.99	-	320200	8.99	-
16	TREPECHY TRADING PVT LTD		90000	2.53	-	90000	2.53	-
	TOTAL		1574970	44.23	-	1574970	44.23	-

iii) Change in Promoters' Shareholding (please specify, if there is no change): **There is no Change during the year.**

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1574970	44.23	1574970	44.23
	Date wise Increase /	-	-	1574970	44.23
	Decrease in Promoters	-	-	1574970	44.23
	Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	1574970	44.23	1574970	44.23

iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Date wise increase/decrease		Cumulative Shareholding During the Year		Shareholding at The end of the year 31.03.2015	
		No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company
1.	K. Chandrashekar	15200	0.4269	Nil	Nil	15200	0.4269	15200	0.4269
2	Esdiji Investments Private Limited	10000	0.2808	-	-	10000	0.2808	10000	0.2808
3	Sanjay Sheth	8100	0.2275	-	-	8100	0.2275	8100	0.2275
4	Anant Kandoi	8000	0.2247	-	-	8000	0.2247	8000	0.2247
5	Preeti Sheth	6400	0.1797	-	-	6400	0.1797	6400	0.1797
6	Swaroop Chand Jain	5900	0.1657	-	-	5900	0.1657	5900	0.1657
7	Chandu Lal T Jain	5200	0.1460	-	-	5200	0.1460	5200	0.1460
8	Pushpa Devi Parakh	5000	0.1404	-	-	5000	0.1404	5000	0.1404
9	Nilesh A Shah	4800	0.1348	-	-	4800	0.1348	4800	0.1348
10	Bharti S Gandhi	4700	0.1320	-	-	4700	0.1320	4700	0.1320

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Date wise increase/decrease		Cumulative Shareholding During the Year		Shareholding at The end of the year 31.03.2015	
		No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company
1	Mr. Amitabh Hirawat	324800	9.12	-	-	324800	9.12	324800	9.12
2	Mr. Chandra Mohan Khandelwal	47810	1.34	-	-	47810	1.34	47810	1.34
3	Mrs. Arti Hirawat	54000	1.52	-	-	54000	1.52	54000	1.52
4	Mr. Pradeep Loiwal	-	-	-	-	-	-	-	-
5	Mr. Kamal Kishore Kalani	-	-	-	-	-	-	-	-

Note: Mrs Arti Hirawat became Woman Director from 30.03.2015 and Mr. Chandra Mohan Khandelwal has resigned on 30.03.2015. Though the shareholding of both was same at the beginning and at the end. There was no change in shareholding during the year.

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	18033311	-	18033311
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	18033311	-	18033311
Change in Indebtedness during the financial year				
* Addition	-	3542068	-	3542068
* Reduction	-	2848394	-	2848394
Net Change		693674		693674
Indebtedness at the end of the financial year				
i) Principal Amount	-	18726985	-	18726985
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	18726985	-	18726985

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: No Remuneration paid to Managing Director, Whole-time Directors and/or Manager.

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	NIL	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission					
	- as % of profit	NIL	NIL	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

B. Remuneration to other directors: No remuneration paid to any other directors.

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

MD/MANAGER/WTD : Apart from company secretary who has joined on 30.03.2015, but no remuneration for the year ended on 31.3.2015 provided, company does not pay any remuneration to any Key managerial personal. No Remuneration paid during the year.

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission				
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	NIL	N.A.	N.A.
Punishment	N.A.	N.A.	NIL	N.A.	N.A.
Compounding	N.A.	N.A.	NIL	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	NIL	N.A.	N.A.
Punishment	N.A.	N.A.	NIL	N.A.	N.A.
Compounding	N.A.	N.A.	NIL	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	NIL	N.A.	N.A.
Punishment	N.A.	N.A.	NIL	N.A.	N.A.
Compounding	N.A.	N.A.	NIL	N.A.	N.A.

ANNEXURE - VIII

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

TO,

The Members

Rishab Special Yarns Limited

2070, Rasta Bara Gangrore

Jaipur-302003 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rishab Special Yarns Limited** (hereinafter called the company) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon.

Based on our verification of **Rishab Special Yarns Limited**, (Company's) books papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year 01.04.2014 to 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Rishab Special Yarns Limited** for the financial year ended on 31.03.2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder as may be applicable.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchanges Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - (c) The Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) (Regulations, 2009:
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

We have also examined compliance with the applicable clauses of the following

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

*Company appointed Company Secretary on 30.03.2015 during the Financial Year 01.04.2014 to 31.03.2015

*Company was listed with 1. Bombay Stock Exchange Limited, 2. Delhi Stock Exchange Limited, 3. Jaipur Stock Exchange Limited but Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited are under the process of closure.

We further report that:

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Exchange Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications of the agenda items before the meeting and for meaningful participation at the meeting

Majority decision is carried through while the dissenting members view are captured and recorded as part of the minutes.

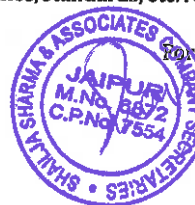
We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has Major decisions

1. Taken by the members in pursuance to section 180 of the Companies Act, 2013 having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Jaipur

Date: 31.08.2015



Shailja Sharma

For Shailja Sharma & Associates

Company Secretaries

FCS 6872

CP No.: 7554

Jain Shrimal & Co.

Chartered Accountants

62, Gangwal Park, M. D. Road, Jaipur-302004, Phone: 0141-2613966

INDEPENDENT AUDITOR'S REPORT

The Members

Rishab Special Yarns Limited

Jaipur

Report on the Financial Statements: We have audited the accompanying financial statements of Rishab Special Yarns Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements: The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility: Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in



accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion: In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

- (a) Note 1 of Significant Accounting Policies to the financial statements which states that due to incurrance of continuous losses year after year the Company discontinued its business operation during the year 2005-06 and since then the Company could not revive the business. Added to this situation as per financial statements Company's net worth has already fully eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.
- (b) Note 1 to Notes on Accounts which describes the uncertainty related to the outcome of the legal suits filed against the company under Textile Committee (Cess) Rules 1975 and with regard to penalty in respect of Excise Duty demanded by Excise Department to the extent applicable.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act and
 - f) with respect in the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and according to the information and explanations given to us.
 - (i) The Company has disclosed the possible impact of pending litigations on its financial position in its financial statements - Refer Note 1 of "Notes on Accounts" to the financial statements.
 - (ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There was no amount which was required to be transferred to the Investor Education and Protection Fund.

For Jain Shrimal & Co.
Chartered Accountants
(FRN. 001704C)



(S.K.Jain)
Partner
M. No. 10145

Place: Jaipur
Dated: 30.05.2015



Re: Rishabh Special Yarns Ltd. 2014-15

ANNEXURE TO THE AUDITORS REPORT

Statement on the matters specified in paragraphs 3 and 4 of the companies (Auditor's Report) order, 2015 as referred to in our Report of even date under the heading " Report on other Legal & Regulatory" requirements: we report that,

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 (b) Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (ii) The company did not have any inventory during whole of the year under audit.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations give to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchase and also for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) The company has taken interest-free unsecured loans, repayable on demand, from four parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 2,00,27,951/- and the year-end balance of loans taken from such parties was Rs. 1,87,26,985 /-.
 Apart from above the company has not accepted any deposits.
- (vi) As explained to us as there was no manufacturing activity during the year, and as such clause regarding maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable.
- (vii) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax Duty of Custom, Duty of Excise, Value added Tax ,Cess and other statutory dues applicable to it. According to the information and explanations given to us, as on 31.03.2015 no undisputed amounts payable in respect of various statutory dues were in arrears for a period of more than six months from the date they became payable.
 (b) According to the information and explanations given to us; there are no dues of Income Tax or Sales Tax or Wealth Tax or Service Tax or Duty of Custom or Duty of Excise or Value added Tax or Cess which have not been deposited on account of any dispute. However, in the case of excise duty and cess the particulars of amount in dispute are reported here under:

Name of Statute	Nature of Dues	Period to which the amount relates	Amount (Rupees in Lakh)	Forum
Excise & Customs	Excise Duty (NCCD)	2002-2003	83.36	The Commissioner – (Appeals), Customs, Excise & Service Tax
Textile Committee	Textile Committee Cess	1989-1997	8.27	Rajasthan High Court

- (c) There was no amount which was required to be transferred to the Investor Education and Protection Fund.
- (viii) The accumulated losses of the company at the end of the financial year are more than 50% of its net worth and it has incurred cash losses during the current financial year as well as immediately preceding financial year.
- (ix) During the year the company has not availed any loan from Financial Institutions / Banks.
- (x) The company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) During the year the company has not taken any term loan..
- (xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

Place: Jaipur
 Dated: 30.05.2015



For Jain Shrimal & Co.
 Chartered Accountants
 FRN 001704C

(Signature)

(S.K.Jain)
 Partner
 M. No. 010145

RISHAB SPECIAL YARNS LIMITED, JAIPUR
BALANCE SHEET AS AT 31ST MARCH 2015

(Amount in Rs.)

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	35,716,000	35,716,000
Reserves and surplus	4	(50,409,920)	(49,857,507)
Non-Current Liabilities			
Long Term Borrowings	5	18,580,000	16,585,360
Long Term Provisions	6	427,681	427,681
Current Liabilities			
Short-term borrowings	7	146,985	1,447,951
Trade Payables	8	1,032,070	923,995
Other current liabilities	9	467,311	463,378
TOTAL		5,960,126	5,706,858
ASSETS			
Non-Current Assets			
Tangible Assets	10	2,598,783	2,598,783
Long-Term Loans & Advances	11	25,500	25,500
Current Assets			
Short Term Loans & Advances	12	1,280,614	1,136,154
Cash and cash equivalents	13	129,039	36,282
Other Current Assets	14	1,926,190	1,910,139
TOTAL		5,960,126	5,706,858
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS	1 & 2		

In terms of our report of even date
For **Jain Shrimal & Co.**
Chartered Accountants
(FRN 001704C)



(S. K. Jain)
Partner
M.No. 10145



Place: Jaipur
Dated: 30.05.2015

For and on behalf of Board of Directors


(Amitabh Hirawat)
Managing Director


(Arti Hirawat)
Director


(Vishal Sharma)
Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
ON 31ST MARCH 2015**

(Amount in Rs.)

Particulars	Note No.	For the year 2014-15	For the year 2013-14
REVENUE		-	-
Total		-	-
EXPENSES		-	-
Total		-	-
Profit (Loss) before Exceptional items & Tax		-	-
Exceptional Items (Profit On Sale of Fixed Assets)		-	-
Profit (Loss) before Tax		-	-
Less: Provision for Tax		-	-
Profit / (Loss) for the period from Continuing Operations		-	-
Profit/(Loss) for the period from Discontinuing Operations	15	(552,413)	(193,015)
Tax Expenses of Discontinuing Operations		-	15,000
Profit/(Loss) from Discontinuing Operations after Tax		(552,413)	(208,015)
Profit/(Loss) for the period		(552,413)	(208,015)
Earning per share (Basic & Diluted)		(0.16)	(0.06)
(face value of Rs. 10/- each)			
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS	1&2		

In terms of our report of even date
For **Jain Shrimal & Co.**
Chartered Accountants
(FRN 001704C)



(S. K. Jain)
Partner
M.No. 10145



Place : Jaipur
Dated: 30.05.2015

For and on behalf of Board of Directors


(Amitabh Hirawat)
Managing Director


(Arti Hirawat)
Director


(Vishal Sharma)
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2015

(Amount in Rs.)

Particulars	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax & Extraordinary Items	(552413)	(208015)
Adjustment for:-		
Interest Received	(160511)	(172732)
Rent Received	(48000)	(48000)
Depreciation	0	0
Operating Profit Before Working Capital Changes	(760924)	(428747)
Decrease (Increase) in Sundry Debtors	0	0
Decrease (Increase) in Other Current Assets	(16051)	(14237)
Increase (Decrease) In Other Current liabilities	3933	(636354)
Increase (Decrease) In Short Term Borrowings	(1300966)	(2052049)
Increase (Decrease) In Trade Payables	108075	(201763)
	(1205009)	(2904403)
Cash Generated from Operating Activities	(1965934)	(3333150)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Increase in Short Term Loan & Advances	(144460)	1363846
Net Realisation from Fixed Assets	0	0
Interest Received	160511	172732
Rent Received	48000	48000
Net Cash in the Investing Activities	64051	1584578
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Share Capital	0	0
Increase/(Decrease) in Secured Loans	0	0
Increase/(Decrease) in Unsecured Loans	1994640	0
	1994640	0
Net Changes in Cash and Cash Equivalents (A+B+C)	92757	(1748572)
Cash and Cash Equivalents as at 1st April 2014	36282	1784854
Cash and Cash Equivalents as at 31st March 2015	129039	36282

In terms of our report of even date
For Jain Shrimal & Co.
Chartered Accountants
(FRN 001704C)

S.K. Jain

(S. K. Jain)
Partner
M.No. 10145



Place: Jaipur
Dated: 30.05.2015

For and on behalf of Board of Directors

Amitabh Hirawat
(Amitabh Hirawat)
Managing Director

Arti Hirawat
(Arti Hirawat)
Director

Vishal Sharma
(Vishal Sharma)
Company Secretary

RISHAB SPECIAL YARNS LIMITED
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

1. CORPORATE INFORMATION:

M/s Rishab Special Yarns Limited was incorporated under Companies Act, 1956 (No. 1 of 1956) on 17.08.1987 as a public Limited company with its registered office at 2070, Rasta Bara Gangore, Jaipur -302017, to carry on the business of manufacturing, processing, texturising, twisting, doubling, processing, packing, colouring, dyeing, printing, bleaching, , finishing, crimping, lenitting of polyester filament yarn, and all other types of yarns and fibres.

The company raised capital by public issue in February 1992 and the issue was oversubscribed by 11 times. The basis of allotment was finalized on 10.04.1992 and company raised a total sum of Rs.290.43 lakhs through this Initial public offer:

Due to incurrance of continuous losses year after year as per decision taken in its Board Meeting held on 29.10.2005 the company discontinued its business operations. Subsequently the company is trying to revive the business and evaluating various options to utilize its available assets gainfully.

2. SIGNIFICANT ACCOUNTING POLICIES:

i. Basis of Accounting

The financial statements are prepared under the historical cost convention on accrual basis and are generally in accordance with the requirements of the Companies Act, 1956. The accounting policies not specifically mentioned are consistent with generally accepted accounting principles.

ii. Revenue Recognition

The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis.

iii. Tangible Assets

Tangible Assets are stated at cost less depreciation. Cost of acquisition, fabrication or construction is inclusive of freight, duties and other incidental expenses during construction period but excludes the modvat credit available on the capital goods.

iv. Impairment of Assets

Impairment loss is provided when carrying amount of assets exceeds recoverable value. Excess of carrying amount over recoverable value is charged to Profit & Loss Account. Recoverable value is the higher of an asset's net selling price or its value in use.

v. Depreciation

Since there are no Manufacturing or Business Operation since a pretty long time the Company has stopped providing depreciation on fixed assets.

vi. Taxes on Income

Current tax is provided after allowing exemptions and deductions under the Income Tax Act, 1961. Deferred Tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and is capable of reversal in one or more subsequent period. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only if there is reasonable certainty of realization in future.

NOTES ON ACCOUNTS

1. Contingent Liabilities – Not Provided For

S.No. Particulars

	Amount (Rs. in Lacs) 31.03.2015	Amount (Rs. in Lacs) 31.03.2014
a) 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 (Rs. 400000/- deposited under protest & Rs. 426749/- retained as security against the demand by The Office of NHAI land acquisition, Abu Road which is included in Deposits under the head Current Assets.)	8.27	8.27
b) In respect of Excise Duty (NCCD) and Penalty demanded by Excise Department for clearances during March, 2003, against which the company has filed appeal with Hon'ble Tribunal Excise Custom & Service Tax, New Delhi which in its order remanded the matter to The Commissioner (Appeals) Customs, Excise & Service Tax for hearing on merits (Rs. 801632/- Deposited included in Deposits under the head Current Assets.)	83.36	83.36



2. Figures of the previous year have been regrouped and rearranged to correspond to current year's classification.

3. Provision for Current and Deferred Tax

No provision for tax for the year has been made in view of current year's loss and in view of uncertainty of future business deferred tax assets has not been recognized.

4. Due to Micro, Small & Medium Enterprises

To the extent of information available with management, there are no SSI units to whom Company owes money for more than 30 days.

The Company has not received any communication from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given.

5. In the opinion of management, loans and advances and other assets are approximately of the value stated, if realized in the ordinary course of business unless and otherwise stated. The provisions of all liabilities are adequate and not in excess of the amount reasonably necessary.

6. Disclosure as required by "Accounting Standard 24: Discontinuing Operations" and "Accounting Standard 28: Impairment of Assets"

The company was incurring heavy losses in textile business. Under the circumstances the Board of directors in their meeting held on 29.10.2005 decided to discontinue the business operations of the company and to sell the company's machinery & equipments and surplus land to repay the liabilities of the company. The company has sold entire Tangible Assets except major part of building and some part of land & furniture & fixtures.

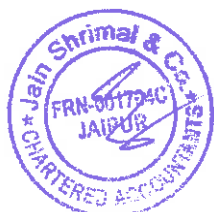
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

NOTE 3 : SHARE CAPITAL

(Amount in Rs.)

Particulars	As at 31st March 2015	As at 31st March 2014
Authorised :		
60,00,000 Equity Shares of Rs 10/- each	60,000,000	60,000,000
Issued, Subscribed & Paid up:		
35,60,700 Equity Shares of Rs 10/- each fully paid up	35,607,000	35,607,000
Add: Shares Forfeited	109,000	109,000
Total	35,716,000	35,716,000

(i) The Company has only one class of Equity shares having a par value of Rs 10/-. Each holder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholding.



(ii) Reconciliation of the number of shares outstanding

Particulars	As at 31st March 2015	As at 31st March 2014
Number of Shares outstanding at the beginning of the year	3,560,700	3,560,700
Add: Shares Issued during the year	-	-
Number of Shares outstanding at the end of the year	3,560,700	3,560,700

(iii) Shareholders holding more than 5 percent shares specifying the number of shares held

Name of Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. Shri Nath Mal Hirawat	305,360	8.58	305,360	8.58
2. Shri Amitabh Hirawat	324,800	9.12	324,800	9.12
3. M/s Shakti Vijay Steels Pvt. Ltd	239,300	6.72	239,300	6.72
4. M/s Trepechy Textiles Limited	320,200	8.99	320,200	8.99
Total	1,189,660		1,189,660	

Note 4: Reserves & Surplus

Particulars	As at 31st March 2015	As at 31st March 2014
(a) Capital Reserve	42,451,051	42,451,051
(b) General Reserve	13,951,584	13,951,584
(c) Surplus (Deficit) in Statement of Profit & Loss		
As per last Balance Sheet	(106,260,142)	(106,052,127)
Add: Net Profit(Loss) after tax transferred from Statement of Profit & Loss	(552,413)	(208,015.05)
Total	(50,409,920)	(49,857,507)

Note 5: Long Term Borrowings

(Amount in Rs.)

Particulars	As at 31st March 2015	As at 31st March 2014
(UNSECURED)		
Loans from Directors	1,500,000	1,500,000
Loans from Ex Director	12,190,000	14,680,000
Loans from Others	4,890,000	405,360
Total	18,580,000	16,585,360

The Long Term Borrowing will be payable after 12 months.

Note 6: Long Term Provisions

(Amount in Rs.)

Particulars	As at 31st March 2015	As at 31st March 2014
Provision for Gratuity	427,681	427,681
	427,681	427,681



Note 7: Short Term Borrowings**(Amount in Rs.)**

Particulars	As at 31st March 2015	As at 31st March 2014
(UNSECURED)		
Loans from one of Directors	146,985	1,447,951.00
Total	146,985	1,447,951

Note 8: Trade Payables**(Amount in Rs.)**

Particulars	As at 31st March 2015	As at 31st March 2014
For Goods	457,035	457,035
For Services	575,034	466,960
Total	1,032,070	923,995

Note 9: Other Current Liabilities**(Amount in Rs.)**

Particulars	As at 31st March 2015	As at 31st March 2014
Outstanding Expenses	3,090	3,129
Statutory Liabilities	1,74	14,623
Other Liabilities	462,481	445,626
Total	467,311	463,378

Note 10: Tangible Fixed Asstes

Particulars	GROSS BLOCK			DEPRECIATION				IMPAIRMENT LOSS			NET BLOCK			
	As at 1.4.2014	Addi- tion	Deduc- tion	As at 1.4.2015	As at 1.4.2014	During the Yr.	Deduc- tion	As at 1.4.2015	As at 1.4.2014	Addi- tion	Deduc- tion	As at 1.4.2015	As at 31.3.2015	As at 31.3.2014
Lease Hold Land	240056			240056	0	0	0	0	0	0	0	0	240056	240056
Building	14922815	0	0	14922815	6500637	0	0	6500637	6072062	0	0	6072062	2350116	2350116
Furniture & Fixtures	18000			18000	7389	0	0	7389	2000	0	0	2000	8611	8611
Total	15180871	0	0	15180871	6508026	0	0	6508026	6074062	0	0	6074062	2598783	2598783
Previous Year	15180871	0	0	15180871	6508026	0	0	6508026	6074062	0	0	6074062	2598783	2598783

Note 11: Long Term Loans & Advances**(Amount in Rs.)**

Particulars	As at 31st March 2015	As at 31st March 2014
(Unsecured but Considered good)		
Deposits With Govt. Deptt.	25,500	25,500
Total	25,500	25,500

Note 12: Short Term Loans & Advances**(Amount in Rs.)**

Particulars	As at 31st March 2015	As at 31st March 2014
(Unsecured but Considered good)		
Loans & Advances to body corporates	1,280,614	1,136,154
Total	1,280,614	1,136,154



Note 13: Cash and Cash Equivalents

(Amount in Rs.)

Particulars	As at 31st March 2015	As at 31st March 2014
Cash in hand	125,600	34,589
Balance with Banks in Current Accounts	3,439	1,693
Total	129,039	36,282

Note 14: Other Current Assets

(Amount in Rs.)

Particulars	As at 31st March 2015	As at 31st March 2014
(Unsecured but considered good)		
Deposits with Govt. Deptt.	1,678,688.00	1,678,688.00
Advances To Staff	25,888	25,888
Advances recoverable in cash or in kind or for value to be received	61,000	61,000
Income Tax Refundable	144,563	129,435
Advance Income Tax A.Y. 2014-15		15,128
Advance Income Tax A.Y. 2015-16	16,051	-
Total	1,926,190	1,910,13

Note 15: Profit / Loss from Discontinuing Operations

(Amount in Rs.)

Particulars	As at 31st March 2015	As at 31st March 2014
Income:		
Rental Income	48,000	48,000
Interest Received	160,511	172,732
Sundry Balances Written Back	14,656	-
Total	223,167	220,732
Expenses:		
Administrative Expenses:		
Auditors' Remuneration		
For Audit Fees	5,618	5,618
Filing Fees	16,800	1,500
Legal & Professional Expenses	186,124	85,578
Rates & Taxes	42,698	42,133
Electricity & Water Charges	21,684	36,184
Travelling Expenses	29,231	3,002
Postage & Telephone Expenses	143,642	64,305
Advertisement Expenses	71,995	49,393
Printing & Stationery	66,895	41,550
Sales Tax Demand	1,221	-
Depository & Application Expenses	59,324	43,821
Stock Exchange Listing Fee	129,214	36,517
Bank Charges	784	411
Interest Paid On TDS	-	2,400
Sundry Balances Written Off	-	1,123
Miscellaneous Expenses	350	212
Total	775,580	413,747
Profit / Loss from Discontinuing Operations	(552,413)	(193,015)




Note 16: Related Parties Disclosures:

A. Relationship

- (i) Key Management Personnel & their relatives
Mr. Amitabh Hirawat - Managing Director
Smt. Padam Devi Hirawat Ex-Director
- (ii) Enterprises owned or significantly influenced by key management personnel or their relatives where transactions have taken place:
M/s Trepechy Trading Pvt.Ltd.
M/s Shashwin Textiles Limited



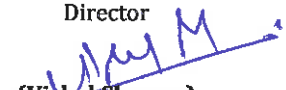
B. Transactions carried out during the year & their disclosures	2014-15	2013-14
Finance		
(i) Repayment of Unsecured Loans		
Mr. Amitabh Hirawat	2,443,034	2,750,000
(ii) Unsecured Loan taken		
Mr. Amitabh Hirawat	1,142,068	697,951
M/s Shashwin Textiles Limited	2,400,000	
C. Balances Outstanding:		
Unsecured Loans		
Mr. Amitabh Hirawat	1,646,985	2,947,951
Smt. Padam Devi Hirawat	12,190,000	12,190,000
M/s Trepechy Trading Pvt.Ltd.	2,490,000	2,490,000
M/s Shashwin Textiles Limited	2,400,000	

In terms of our report of even date
For **Jain Shrimal & Co.**
Chartered Accountants
(FRN 001704C)


(S. K. Jain)
Partner
M.No. 10145



For and on behalf of Board of Directors


(Amitabh Hirawat)
Managing Director

(Arti Hirawat)
Director

(Vishal Sharma)
Company Secretary

Place : Jaipur
Dated: 30.05.2015

RISHAB SPECIAL YARN LIMITED
REGD.OFFICE:2070 RASTA BARA GANGORE, JAIPUR-302003
Email:rsyltd@gmail.com, Phone no-0141-2575213, CIN : L17114RJ1987PLC004067
Visit us at www.rishabspecial.com
Members Folio No./Client ID :

DP ID :
No. of Shares held :
ATTENDANCE SLIP

We hereby record my/our presence at the Twenty Seventh Annual General Meeting of the Company held at 2070, Rasta Bara Gangore, Jaipur-302 003 on Monday, 28th September 2015 at 12.00 Noon.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)
SIGNATURE OF THE SHAREHOLDER /PROXY
NAME OF THE PROXY (IN BLOCK LETTERS)
SIGNATURE OF THE PROXY

- NOTES :**
1. You are requested to sign and hand over this at the entrance.
 2. If you intend to appoint a proxy to attend the meeting instead of yourself, the proxy must be deposited at the Registered Office of the Company at 2070, Rasta Bara Gangore, Jaipur-302 003, not less than 48 hours before the time of holding the meeting.
 3. If you are attending the meeting in person or by proxy, your copy of the Balance Sheet may please be brought by you/your proxy for reference at the meeting.

RISHAB SPECIAL YARN LIMITED

REGD.OFFICE:2070 RASTA BARA GANGORE, JAIPUR-302003
Email:rsyltd@gmail.com, Phone no-0141-2575213, CIN : L17114RJ1987PLC004067
Visit us at www.rishabspecial.com

Members Folio No./Client ID :

DP ID :

No. of Shares held :

FORM NO. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member:

Registered Address:

Email ID:

Folio No./Client ID :

DP ID:

I/We being the member/ members of.....having
the shares of the above named Company hereby appoint

(1) Name.....Address

E-mail ID....., Signature.....

..... or failing him

(2) Name.....Address

E-mail ID....., Signature.....

..... or failing him

(3) Name.....Address

E-mail ID....., Signature.....

..... or failing him

as my/our proxy to vote for me/us on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, the 28th September 2015 at 12.00 noon, at registered office of the company or any adjournment thereof in respect of such resolutions as are indicated below:

1. Consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the Year ended on that date alongwith the Directors Report and Auditor's Report.
2. Appointment of Auditors and fixing their remuneration
3. Appointment of Mrs Arti Hirawat as Woman Director

Affix
Revenue
Stamp here

Signed on the day of 2015.

Signature of Shareholder.....

Signature of Proxy Holder(s)

- NOTES:**
1. The proxy must be deposited at the Registered Office of the Company at 2070, Rasta Bara Gangore, Jaipur-302 003 not less than 48 hours before the time for holding the meeting.
 2. This form is to be used in favour of / Against the resolution. Unless otherwise directed, the Proxy will vote as he thinks fit.
*Strike out whichever is not applicable.

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2070, Rasta Bara Gangore
Jaipur - 302 003.

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