

RISHAB SPECIAL YARNS LIMITED

REG .OFFICE: 2070, RASTA BARA GANGORE, JAIPUR- 302003,RAJASTAN, INDIA

CIN: L17114RJ1987PLC004067

Email: compliance.rsyl@gmail.com, Website :www.rishabspecial.in, Tel.: 0141-2575213

4th September,2023

To,

Department of Corporate Relations

BSE Limited

P.J Tower, Dalal Street, Fort

Mumbai-400001

Dear Sir/ Madam,

Sub: Submission of Annual Report U/r 34(1) of SEBI LODR Regulation,2015.

Ref: Security/Scrip Code: 514177

Pursuant to regulation 34 of SEBI (Listing Obligation & Disclosure Requirement) regulations,2015 please find enclosed herewith the Annual Report for the Financial Year ended 31st March,2023 including Notice of the Annual General Meeting of the company schedule to be held on Wednesday, 27th September,2023 at 12.00 NOON at 2070 RASTA BARA GANGORE, JOHARI BAZAR, JAIPUR-302003,RAJSTAN.

The company will provide to its members the facilities to cast their vote(s) on all resolution set out in the notice by electronics means ("e-voting").The Remote e-voting details are given below:


Cut-off Date for ascertain list of Share holders for remote e-voting	22nd September,2023
Remote e-voting start date with time	24 th September,2023 (09:00AM)
Remote e-voting End date with time	26 th September,2023 (05:00PM)
Day, Date and Time of AGM	Wednesday 27 th September, 2023 at 12:00 NOON

We request you to kindly take the above information on record.

Thanking you

Yours faithfully

For Rishab Special Yarns Ltd


Sanjay Kumar Agrawal

Managing Director

DIN: 05308288

Place: Jaipur

Encl. Annual Report



RISHAB SPECIAL YARNS LIMITED

35th ANNUAL REPORT 2022-2023

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RISHAB SPECIAL YARNS LTD.

35TH ANNUAL REPORT 2023-2023

Board of Directors:

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

Auditors :

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

Registered Office:

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

Registrar and Transfer Agent:

Link INTIME India Pvt. Ltd. (SEBI REGN No. INR000004058)
CIN: 6719OMH1999PTC118368
C-101, 247 Park, L. B. S. Marg, Vikhroli (West) Mumbai-400083
Contact No. +91 22 49186000,
E-mail: rnt.helpdesk@linkintime.co.in, Web Site: www.linkintime.co.in

RISHAB SPECIAL YARNS LIMITED

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

NOTICE:

Notice is hereby given that the 35TH Annual General Meeting of the Members of RISHAB SPECIAL YARNS LIMITED will be held at Regd. Office at 2070, Rasta Bara Gangore Johari Bazar, Jaipur- 302003 on Wednesday, 27TH September, 2023 at 12.00 NOON to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Rakhi Agrawal (DIN 10104480), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint a director in place of Mr. Sanjay Kumar Agrawal (DIN 05308288), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Sandeep Kumar Agrawal (DIN 07231227), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To Appoint Statutory Auditors of the Company and Fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139-142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and read with the underlying Rules viz. Companies (Audit and Auditors) Rules, 2014 and Pursuant to the recommendation made by the Audit Committee of the Board, as amended from time to time M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s S.Bhargava Associates, Chartered Accountants having Firm Registration Number (FRN:003191C) to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the Forty (40Th) AGM to be held in 2028(subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors:

6. Appointment of Secretarial Auditors:

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

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

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

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

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

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

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

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

8. FOR CHANGE OF NAME OF THE COMPANY

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

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

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

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

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

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

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

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

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

**(SANJAY KUMAR AGRAWAL)
MANAGING DIRECTOR
DIN 05308288)**

Sd/-

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

Place: Jaipur

Dated: 02/09/2023

NOTE: -

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital carrying voting rights of the company and a member holding more than 10 (ten) percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy to be for any other person or shareholder.
2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Member seeking any clarification on accounts of the company are requested to send their query in writing to the company at registered office addressed to Managing Director or through e-mail at compliance.rsyl@gmail.com. The query must reach the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
7. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2023 to 27th September, 2023 (both days inclusive).
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are, therefore, requested to bring the copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent M/s Link Intime India Pvt. Ltd. which is available at their web site www.Linkintime.co.in. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/ mandate/bank details to The Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. to facilitate better servicing.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer

Agent, M/s. Link Intime India Pvt. Ltd. for doing the needful.

12. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., for receiving the Annual Report and Accounts, Notices etc. in electronic mode. The Form for such registration is being attached with the Annual Report. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.
13. The Securities and Exchange Board of India has mandated the submission of Bank Detail, Permanent Account Number (PAN) and E-mail Address by every Investor with RTA/company. Members holding shares in electronic form are requested to submit their Bank Detail, PAN and E-mail to their DPs. Members holding shares in physical form are requested to submit their Bank Detail, PAN and E-mail address to the RTA M/s Link Intime India Pvt. Ltd.(Unit: Rishab Special Yarns Limited) at C- 101,247 PARK, LAL BHADUR SHASTRI MARG, VIKHROLI WEST, MUMBAI -400083 and c/c to Company M/s Rishab Special Yarns Limited at: 2070, Rasta Bara Gangore, Johari Bazar, Jaipur – 302003. The form for furnishing Bank Detail, PAN and E-Mail address along with self attested documents as mentioned in the form is placed at company's website at ww.rishabspecial.com and hard copy of which will be despatched through registered post at the address in our record. Investors are hereby requested to send the duly signed, filled form along with self attested documents mentioned at the earliest.
14. Also Note that from 5th December, 2018 except in the case of transmission or transposition of securities request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form (in electronic Form) with the depository. So, investors are advised to send their physical share for dematerialization through any of the Depository Participants who is registered with CDSL. The ISIN(s) allotted by the CDSL for the company is INE351D01013.
15. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
16. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,

- iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
- iv) Joint holders' PAN Cards for transposition of shares.
17. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2022-2023 will also be available on the Company's website <http://www.rishabspecial.in> and website of the Bombay Stock Exchange for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: compliance.rsyl@gmail.com
18. As required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, brief resume including expertise in specific functional area, disclosure of relationship between Directors, other Directorship and Committee membership and shareholding of the person proposed for appointment/reappointment as director/Senior Management is given below :

MR.DHANANJAY GANESH PATIL

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

19. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:
- (i) The voting period begins on 24.09.2023 at 9 AM and ends on 26.09.2023 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) ON 22.09.2023 for Physical and may cast their vote electronically. The E-Voting 1st Cut off date 01.09.2023 And 2nd E-voting Cut Off date is on 19.09.2023 .The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="447 1151 1397 1353">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi. <li data-bbox="447 1400 1397 1704">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="447 1751 1397 1817">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing De-mat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the De-mat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit de-mat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact person: Mr. Vijay Kamble and CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

Individual Shareholders holding securities in Demat mode with **NSDL** Members facing any technical issue in login can contact to Mr. Nitin Ambure and NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) If you are a first-time user follow the steps given below: Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in De-mat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in de-mat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Rishab Special Yarns Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.rsyl@gmail.com, designated email address by company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, de-mat account number/folio number, email id, mobile number at compliance.rsyl@gmail.com, company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, de-mat account number/folio number, email id, mobile number at compliance.rsyl@gmail.com , company email id. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rnthelpdesk@linkintime.co.in.
2. For De- mat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at **t 1800 22 55 33, 022- 23058738 and 22-23058542-43.**

All grievances connected with the facility for voting by electronic means may be addressed to (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33022-23058542/43.

20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-Off Date (Record Date) is on 22nd September,2023 for shareholders present in AGM Physical Voting and through e-voting/VC/OVAM The 1st Cut off date 01.09.2023 And 2Nd E-voting Cut Off date is on 19.09.2023
21. M/s. Sharavan A.Gupta & Associates, A Practicing Company Secretary, ACS No. 27484 and C.P. Membership No. 9990 has been appointed as the Scrutinizer to scrutinize the e-voting process and physical votes in Annual General Meeting in a fair and transparent manner.
22. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days, if there is holiday on 2nd day than third day, of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 27TH September,2023 and communicated to the Stock Exchange(s).
24. Route Map to the venue of the meeting is provided at the end of Annual Report.

FOR AND ON BEHALF OF THE BOARD

Sd/-

**(SANJAY KUMAR AGRAWAL)
MANAGING DIRECTOR
DIN 05308288)**

Sd/-

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

Place: Jaipur

Dated: 02/09/2023

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos.5-9 above are annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.2 - 4 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.

Item No: 5

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act. Due to preoccupation M/s S.Bhargava Associates, Chartered Accountants having Firm Registration Number (FRN:003191C) have expressed their inability to continue as the Auditors of the Company. The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 12Th August, 2023, proposed the appointment of M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), Address at P-141, Kalindi Vatika, Block B, Flat 3A, Kolkata- 700089, as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Forty (40Th) AGM of the Company to be held in 2028, subject to ratification of their appointment at every AGM, if required under the Act. M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act and fix their remuneration. The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.5 of the Notice.

Item No: 6

Pursuant to section 204 of the Companies Act, 2013, every listed Company has to provide Secretarial Audit Report given by Company Secretary in Practice. The Board of Directors of the Company at its meeting held on 2nd September, 2023 has considered and approved appointment of M/s. Shravan A.Gupta & Associates, Practicing Company Secretaries (CP.No.9990) for the financial year 2023-24 at agreed remuneration. The proposed change will in no way be detrimental to the interest of any member of public, Employees or other associates of the Company in any manner whatsoever.

None of the Directors of the Company is deemed to be interested or concerned in the proposed resolution.

Item No: 7

As per provisions of Section 12 & 13 of the Companies Act, 2013 shifting of registered office of a company from Rajasthan to Maharashtra we requires approval of shareholders by way of Special Resolution. With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office to in the state of Maharashtra. The proposed location is outside the state of Rajasthan and therefore requires approval of shareholders by

way of special resolution. If approved, the registered office will be moved to the state of Maharashtra, with effect from after approval of the Relevant authorities. The Directors recommend the approval of the special resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.7 of the accompanying Notice The Board of Directors recommends the resolution for your approval. The Promoter(s) of the Company are not interested in the resolution.

Item No.8

The Board of directors of the company had, at its meeting held on 2nd September 2023, resolved that consequent to change of the name of the Company From “**RISHAB SPECIAL YARNS LIMITED** “to “**VIMLA NEXTERA COKE & POWER LIMITED**” or “**VIMLA NEXTERA COKE & ENERGY LIMITED**” or” **VIMLA NEXTERA COKE LIMITED**” or any other name as may be approved by the regulatory authorities Whether under the companies Act,2013 or any other rules, laws ,acts, statutes, or ,regulation as may be applicable to the company and accordingly clause I (name clause) in the memorandum of association of the company is to be altered by substituting the same with a clause as set out in the notice for approval of the shareholders of the company.

In view of the prevailing economic and financial environment and more specifically the government policies, particularly to encourage the manufacturing/infrastructure industry in the country, the Company envisage tremendous opportunity in these fields and therefore is proposed to expand its activity in this area which is well covered under the main objects of the Company. The present name does not reflect its operation and as such it was suggested by the Board to suitably change the name of the Company, subject to necessary approvals .The proposed change in the name of the Company require shareholders approval, hence this solution.

The Board of Directors recommends the said resolution for approval of the shareholders.

None of the Directors of the Company is interested or concerned in this resolution.

Note: The above special resolution is a composite one for change of name of the company and also for change of name clause in the memorandum of association of the company. Alternatively, the company may pass two separate special resolutions viz., (i) for change of name of the company and (ii) for change of clause I (name clause) in the memorandum of association of the company. In such a case part (ii) of the resolution need not be incorporated in the above resolution and in addition the following special resolution (Annexure II) may also be passed.

Item No.9

Regularization of Additional Director, Mr.DHANANJAY GANESH PATIL (DIN. 10233695) as Director of the Company:

Mr.DHANANJAY GANESH PATIL (DIN. 10233695),was inducted to the Board at the Board meeting held

on July,17,2023 who was appointed as an Additional Director. In terms of section 161(1) of the companies Act,2013(the "Act" DHANANJAY GANESH PATIL can hold office only up to the date of ensuring Annual General Meeting with respect the same ,the company has received a notice in writing pursuant to the provision of section 160 of the companies,Act,2013 proposing his candidature for appointment letter to be issued to Mr. DHANANJAY GANESH PATIL the office of the Company .The Terms & Condition of appointment are set out in draft Appointment letter to be issued to Mr.DHANANJAY GANESH PATIL by the company .The Board is opinion that the appointment and presence of Mr.DHANANJAY GANESH PATIL on the Board will be desirable ,beneficial and in the best interest of the company .The Board recommended the resolution set out setout in the Item no.9 of the accompanying Notice for approval and adoption of the members .A copy of Board resolution and Draft appointment letter issued to Mr.DHANANJAY GANESH PATIL will be available for inspection between 11.00 A.m. to 1.00 P.m on all working days (Monday to Friday) at the Registered office of the company .

FOR AND ON BEHALF OF THE BOARD**Sd/-****(SANJAY KUMAR AGRAWAL)
MANAGING DIRECTOR
DIN 05308288)****Sd/-****(DHANANJAY GANESH PATIL)
EXECUTIVE DIRECTOR
(DIN: 10233695)****Place: Jaipur****Dated: 02/09/2023**

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

TO
The Members of
RISHAB SPECIAL YARNS LIMITED
JAIPUR

Your Directors have pleasure in presenting their 35th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023.

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

FINANCIAL RESULTS

(Amount in rupees)

Statement of Profit and Loss for the Year ended 31.03.2023

Particulars	Note No.	For the Year ended 31.03.2023	For the Year ended 31.03.2022
Income:			
Revenue From Operations		0.000	0.000
Other Income	18	0.034	0.991
Total Income		0.034	0.991
Expenses:			
Cost of Materials Consumed	19	0.000	0.000
Employee Benefits Eexpense	20	4.100	4.865
Finance costs	21	0.025	0.016
Depreciation, depletion and Amortisation Expense	3	0.000	0.000
Other Expenses	22	5.645	15.351
Total Expenses		9.770	20.232
Profit/(loss) before Exceptional Items		(9.736)	(19.241)
Exceotional Item: (Profit/Loss on sale of Land)		0.000	74.604
Profit/(loss) after Exceptional Item		-9.736	55.363
Tax expense:			
(1) Current tax		0.000	0.000
(2) Deffered tax		-0.701	13.611
Profit/(loss) after tax for the year		(9.035)	41.752
Other comprehensive income (Net of taxes)		0.000	0.000
Earning per Equity share			
(1) Basic		(0.254)	1.173
(2) Diluted		(0.254)	1.173

2. Dividend: In view of carried forward losses, your directors are unable to declare dividend.
3. Reserves: In view of the current year operational loss the Board does not propose to appropriate any amount to carry to any kind of reserves.
4. Brief description of the Company's working during the year/State of Company's affair:

PERFORMANCE : Due to financial constraints, manufacturing activities stand discontinued. During the year under review company has not done any business and profit. During the year following expenses or not usual:

- i) The Bombay Stock Exchanges charge penalty of Rs.11800/- for non compliance Regulation 33 for the Quartered ended 31.03.2023.

The above item have increased the loss to that extent in the current year

In Income side Following is not of regular nature:

Company does not have any fixed assets in its books as on 31st March 2023.

The Company Secretary and Compliance Officer of the Company DEEPAK SHARMA has been appoint from 25.08.2023

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

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

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

The company exercises adequate internal financial controls with reference to financial statement.

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

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

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

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

The company has taken interest-free unsecured loans, repayable on demand, from one party, who is Managing Director of the company, covered in the register maintained under section 189 of the Companies Act, 2013. Apart from above the company has not accepted any deposits. Repayments include funds taken on interest.

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

(i) at the beginning of the year;: NIL

(ii) maximum during the year; : NIL

(iii) at the end of the year;: NIL

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

11. Statutory Auditors

M/s S. Bhargava Associates , as Statutory auditor Chartered Accountants (FRN:003191C),were appointed as the statutory auditor of the company to hold office for a period of 5 consecutive years till the conclusion of the 39TH Annual General Meeting. But suddenly due to pre occupation and other engagements, they have tendered their resignation from the position of Statutory Auditor of the Company The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 12Th August, 2023,proposed the appointment of M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), Address at P-141,Kalindi Vatika, Block B, Flat 3A,Kolkata– 700089, as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Forty (40Th) AGM of the Company to be held in the year 2028, subject to ratification of their appointment at every AGM, if required under the Act. M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act and fix their remuneration

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

i) Auditors' Report: There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report except in Emphasis of matters wherein they are mentioning that Operation of the company have been discontinued due to incurrence of losses since long. The Total of current Liabilities of the company i.e., INR 23.86 lakhs exceeds the total current assets of INR 12.67 lakhs as at 31st March 2023, also the company is not having any fixed assets as at

31st March 2023. This condition indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as going concern. Further they have mentioned that " However, Our Opinion is not modified in respect of above matter." It clearly indicates that Their report is unqualified.

ii) Secretarial Audit Report:

(a) physical/Electronic share holding pattern: 46.74% equity share have been dematerialized as on 31st March,2023 and balance 53.26% shares are in physical Form.

(b) The previous promoter has enter in to an agreement dated 8th march,2022 with Mr. Sanjay kumar Agrawal(Acquirer-1) and M/S Vimla Metcoke Ltd(Acquirer-2).The Intending Acquirer has already gone through an open offer and publication of detailed public statement in the news paper dated 15th March,2023

13. Share Capital :

A) Issue of equity shares with differential rights

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

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

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

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

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

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

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

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

17. Directors:

A) Changes in Directors and Key Managerial Personnel

Mr. SANJAY KUMAR AGRAWAL, SANDEEP KUMAR AGRAWAL and Smt. Rakhi Agrawal retires by rotation and being eligible offer herself for re-appointment.

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.

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.

18. Number of meetings of the Board of Directors:

The Board has met 4 times and independent directors once for the agenda related to the year ended 31st March, 2023.

21st April,2022,25th May,2022,8th August,2022, 6th September, 2022 ,14Th November, 2022, 14th February,2023 & 17Th March2023,

19. Detail of Committee of Directors: Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each committee during the financial year 2023-23 and meeting attended by each members of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the Report.

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

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

21. Policy on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matters provided under sub-section (3) of section 178: The Company has Constituted the Nomination and Remuneration Committee and Stakeholders relationship Committee the details of which are provided in the Corporate Governance Report.
22. Particulars of loans, guarantees or investments under section 186: There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.
23. Particulars of contracts or arrangements with related parties: There is no transaction with related party which requires disclosure under section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.
24. Managerial Remuneration: The Ministry of Corporate Affairs ("MCA") has amended the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Managerial Remuneration Rules, 2014") by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 ("Amended Managerial Remuneration Rules, 2016"). Under these Rules a listed company is required to disclose (a) ratio of remuneration of director to the employees; (b) percentage increase in the remuneration of directors, key managerial personnel and employees; (c) average percentile increase already made in the salaries of employees and its comparison with the percentile increase in managerial remuneration and justification thereof etc., under its Board Report. As your Company neither provide any remuneration to any Director nor has any employee on its Roll except C.F.O. and Company Secretary which are mandatory regulatory requirement. There is no change in monthly salary paid to C.F.O. and Company Secretary during the year. Hence, there is no change in remuneration from last year to this year.
25. Secretarial Audit Report A Secretarial Audit Report for the year ended on 31st March 2023 in prescribed form duly audited by the Practicing Company Secretary M/s Sunita Garg & Associates is annexed herewith as Annexure – VIII and forming part of the report.
26. Corporate Governance: Your Company re-affirm its commitment to Corporate Governance. As Paid-up Capital of the company is less than Rs. 10 Crore and Net worth is less than Rs. 25 Crores, hence Regulation 15(2) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 is applicable to us. Though Company is exempt from conditions of Corporate Governance but still is compliant with the most conditions of Corporate Governance provisions as specified in chapter IV of the Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. A separate section on compliance with the conditions of Corporate Governance is annexed as Annexure-I, and a Certificate from the firm of Practicing Company Secretary in this regard is annexed as Annexure – II, hereto and forms a part of the report.
27. Risk management policy: During the year, Management of the Company, evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various directors in monitoring and mitigation of risk and reporting process. The Risk Management Policy has been reviewed and found adequate to the requirements of the company.

28. MANAGEMENT DISCUSSION & ANALYSIS: This has been included as a separate Annexure - III to this Report.
29. Directors' Responsibility Statement : Pursuant to the requirements of section 134(1)(c) of the Companies Act, 2013 and on the basis of explanation and compliance certificate given by the Directors of the Company, and subject to disclosures in the Annual Accounts and also on the basis of discussions with the Statutory Auditors of the company from time to time, we state as under :
- (a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
 - (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
 - (c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
 - (d) that the Directors have prepared the annual accounts on a going concern basis; and
 - (e) that the Directors, in the case of a listed company, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
 - (f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
30. Depository System : The company's shares can now be traded in electronic form. The company has entered into an agreement with CDSL to act as depository and for dematerialization of shares. CDSL has issued ISIN INE351DO1013 and activated the same as on 25th August, 2014. Some of the shareholders have already dematerialized the shares to electronic form but most of shares till date are in physical form. The shareholders are requested to convert their physical holding to demat form.
31. Business Responsibility Report :As Business Responsibility Report is applicable on top 1000 companies by market capitalization as on 31.03.2023. Your Company does not cover under it though some basic information of BRR are provided in Annexure-VI attached.
32. Employees: None of the employees of the company is in receipt of Remuneration of Rs.1,02,00,000/- or more per annum or Rs. 8,50,000/- or more per month, if employed for part of the year. The Company does not have any employee except C.F.O. and Company Secretary during the year under review.

33. **Safe & Conducive Workplace:** The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
34. **Web site:** The Extract of Annual Return as provided under sub-section (3) of section 92 has been placed at company's web site www.rishabspecial.in.
35. **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

Sd/-

**(SANJAY KUMAR AGRAWAL)
MANAGING DIRECTOR
DIN 05308288)**

Sd/-

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

Place: Jaipur

Dated: 02/09/2023

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

ANNEXURE – 1

1. **CORPORATE GOVERNANCE REPORT:** Corporate Governance Report as required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Declaration for Compliance with Code of Conduct: Pursuant to Regulation 17 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 2023.

CEO Certification: Pursuant to Regulation 17 (8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director has provided to the Board of Director the Compliance Certificate as specified in the Part B of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the financial statements and internal control relating to financial reporting and is part of this report as Annexure - (V).

2. **Board of Directors:** The Board of Directors consists of 6 directors (One Managing Director, one Woman Director, Two non-executive-independent Director and Two executive Directors. During the year Board Meetings were held on 21st April,2022 ,25th May 2022, 8th August,2022,6th September,2022,14th November,2022,14th February,2023 & 17thMarch2023, The Board was presented with the relevant and necessary information at its 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/she is a director/member is tabulated below:

Name of Directors	Category	Attendance of Board Meeting	Particulars of last AGM/EGM	Other Directorship	Committee Member Ship	Chairmanship
Sh. SANJAY KUMAR AGRAWAL	Managing Director & Promoter	7	Yes	5	0	0
Sh. SANDEEP KUMAR AGRAWAL	Non Executive Non Independent	7	Yes	6	0	0
Sh. PRATIK HARSHAD KALSARIYA	Non Executive Independent Director	7	Yes	5	0	1
Smt. PRIYA GUPTA	Non Executive Independent Director	7	Yes	1	0	1
Smt. RAKHI AGARAWAL	Executive Director	7	Yes	0	0	0
Sh. DHANANJAY GANESH PATIL	Executive Director	0	No	1	0	0

Meeting of Independent Directors and their attendance: Independent Directors to Meet at least once in a year to deal with matters listed out in Regulation 25(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 have attended the meeting.

Directors Remuneration: Due to accumulated losses in the company the company has not paid any remuneration, sitting fees or commission to any of the Director whether executive, non executive or independent.

Number of shares and convertible instruments held by non- executive directors: NA

Web link where details of familiarization programmes imparted to is www.rishabspecial.in

- 3 Audit Committee :The Board of Directors has constituted an audit committee, as prescribed under section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Part C of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 under the head role of audit committee and Review of Information by 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. PRATIK HARSHAD KALSARIYA	Non Executive Chairman of the Committee Independent.	4
Sh. SANDEEP KUMAR AGRAWAL	Non executive Member of the committee Independent	4
Smt. PRIYA GUPTA	Non Executive Member of the Committee	4

During the year under review, the audit committee met 7 times on 21st April,2022 ,25th May 2022, 8th August,2022,6th September,2022,14Th November,2022,14th February,2023 & 17ThMarch2023. It's 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 30th September, 2022.

Nomination/Remuneration Committee : The company had constituted a Nomination/Remuneration committee as prescribed under section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 as specified in part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be modified/amended from time to time) consisting of Sh.PRATIK HARSHAD KALSARIYA, Sh. SANDEEP KUMAR AGRAWAL, Smt. PRIYA GUPTA 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.

During the year 1 meeting of Nomination and Remuneration Committee were held on 21.04.2023.

Stake Holders Grievance Committee : The company had constituted a Stake Holders Grievance Committee as prescribed under section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Which is comprised of Smt. PRIYA GUPTA as Chairman and other members viz. Sh.PRATIK HARSHAD KALSARIYA, Sh. SANDEEP KUMAR AGRAWAL. The role of the committee is to consider and resolve the grievances of security holders and perform such roles as may be required under the Companies Act, 2013 and as specified in part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015. 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. The information asked

were provided to the satisfaction of the shareholders and Nil complaint was pending as on 31.03.2023.

During the year 7 meetings of share transfer committee/investor's grievance committee were held on 21st April,2022 ,25th May 2022, 8th August,2022,6th September,2022,14Th November,2022,14th February,2023 & 17ThMarch2023.

As now there is no physical share transfer facility available now. During this year company and its Registrar and Transfer Agent have not received and processed any Transfer/Transmission/Name Deletion request from the period 01.04.2022 to 31.03.2023.

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

AGM/EOGM	Date	Time	Venue	No. of Special Resolution passed
32 nd AGM	30.12.2020	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	2
33 rd AGM	30.09.2021	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	-
34 Th AGM	30.09.2022	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	1

During the year 2022-2023 no resolution is passed as special resolution. On 27.05.2022 to fill casual vacancy of Statutory Auditor, Company has passed one Ordinary Resolution for appointment of Statutory Auditor & on 22.05.2023 special resolution passed for borrowing of directors under provision section180(1)(C) of the companies Act,2013 and Reclassification of promoter & Promoters group and Regularization of Director .

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.

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 uploaded on the company's website at www.rishabspecial.in.

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:

35Th Annual General Meeting

Date & Time : 27th September,2023 at 12 : 00 Noon

Venue : 2070, Rasta Bara Gangore, Johari Bazar, Jaipur-302 003

Financial Calendar for the year 2022 - 2023

Financial Year : 1st April 2022 to 31st March, 2023

Date of Book Closure : 21st September,2023 to 27th September, 2023 (Both days inclusive)

Due to cumulative losses, no dividend is proposed.

List of Stock Exchanges:

The Bombay Stock Exchange Ltd., Mumbai

The Delhi Stock Exchange Ltd., New Delhi (Now Defunct)

Jaipur Stock Exchange Limited, Jaipur (Now Defunct)

The company had paid Annual Listing fees of the Bombay Stock Exchange, Mumbai up to 2023-24, Jaipur Stock Exchange Ltd and Delhi Stock Exchange Ltd. up to 2013-14 because after that both exchange has not raised the invoice and have become defunct.

Scrip ID is : RISHYRN and Scrip Code is : 514177

Market Price Data : The Stock price of the company From 01.04.2022 to 31.03.2023 but the data Available in BSE with effect From June,2022 till March2023

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
Jun-22	11	17.89	11	17.89	11000	16	158156	11000	100	6.89	6.89
Jul-22	18.75	31.65	18.75	31.65	2800	13	77835	2800	100	12.9	12.9
Aug-22	33.2	43.3	33.2	39.1	9200	25	348775	9200	100	10.1	5.9
Sep-22	41.05	43.1	41.05	43.1	800	8	33865	800	100	2.05	2.05
Oct-22	40.95	41.5	38.95	38.95	3800	28	154475	3800	100	2.55	-2
Nov-22	37.05	46.75	33.4	44.45	6200	31	243350	6200	100	13.35	7.4
Dec-22	44.45	44.45	36	38	5900	17	246470	5900	100	8.45	-6.45
Jan-23	36.1	41.75	32.85	41.75	2800	12	107375	2800	100	8.9	5.65
Feb-23	43.8	60	41.75	53.2	5000	32	256995	5000	100	18.25	9.4
Mar-23	53	61.51	53	61.51	5200	27	292676	5200	100	8.51	8.51

Registrar and Transfer Agents :The company has appointed Link Intime India Private Limited C- 101,247 PARK, LAL BHADUR SHASTRI MARG, VIKHROLI WEST, MUMBAI -400083 as Registrar and Share Transfer Agent from 15.01.2017. Their Email address is rnt.helpdesk@linkintime.co.in and website is www.linkintime.co.in and telephone no is +91 22 49186000.

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, 2023 are as under :

Name of Shareholders	No. of Shares	% of Total no. of Shares
Sanjay Kumar Agrawal	793152	22.28
Vimla Metcoke Limited	781818	21.96

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. Investors are advised to send their shares for dematerialization through their any of the Depository which is registered with the CDSL.

Note: Promoters have not Pledged any of their shareholding.

None of shares have been transferred to Demat Suspense Account or Unclaimed suspense account.

Plant Location: There is no Plant as of now. The company does not own any Fixed Assets in it's books as on 31.03.2023.

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

PLACE: JAIPUR
DATED: 02/09/2023

Sanjay Kumar Agrawal
Managing Director
DIN 05308288

**SUNITA GARG & ASSOCIATES
COMPANY SECRETARIES
S-23-24, KIRTI NAGAR, TONK ROAD, JAIPUR,
E-mail ID: sunita.fcs@gmail.com, Contact No. 9351511351**

Annexure –II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To
The Members,
RISHAB SPECIAL YARNS LIMITED
CIN: L17114RJ1987PLC004067
2070,Rasta Bara Gangore,
Jaipur 302003, Rajasthan

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rishab Special Yarns Limited CIN: L17114RJ1987PLC004067 having Registered office at 2070,Rasta Bara Gangore, Jaipur 302003, Rajasthan

(hereinafter called the “company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Rishab Special Yarns Limited the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year 01.04.2022 to 31.03.2023, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act 2013 and the Rules made thereunder
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (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 Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; as may applicable;
 - (d) The Securities and Exchange Board of India (Share based employee benefits) Regulation, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the audit period**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Redeemable Preference Shares) Regulations, 2013 and The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **Not Applicable during the audit period**
 - (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; **Not Applicable during the audit period**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - and
 - (h) The SEBI (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018- **Not Applicable during the audit period**
- (vi) The other laws as are applicable specifically to the Company are compiled as per representation made by the management of company during the audit period.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made there under.

During the period under review the company has complied with the provision of the Act, Rules, Regulations,

Guidelines, Standards, etc. mentioned above subject to the following observations:

* 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 defunct now.

*Physical / Electronic share holding pattern: 46.74 % equity shares have been dematerialized as on 31st March, 2023 and balance 53.26% shares are in physical form.

we further report that,

The Board of Directors of the Company is duly constituted with proper balance of, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors took place during the audit period were carried out in compliance with the provisions of the Companies Act, 2013.

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

Majority decisions is carried through with consent of members and recorded as part of the minutes.

The current Promoter has entered into an Agreement dated 8th March 2022 with Mr. Sanjay Kumar Agarwal (Acquirer-1), and M/s Vimla Metcoke Ltd. (Acquirer - 2). Following this, The intending Acquirer has already gone through an open offer and publication of Detailed Public Statement in newspapers Dated 15th March, 2022.

[* Object too big for pasting as inline graphic. | In-line.EMF *]

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.

**For Sunita Garg & Associates
Company Secretaries**

Sd/-

**SUNITA GARG
CP No.4671**

UDIN: F004716E0008888051

**Place: Jaipur
Date:29.08.2023**

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

DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

To the members of RISHAB SPECIAL YARNS LIMITED

Pursuant to Regulation 26 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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: 02/09/2023

Sd/-
Sanjay Kumar Agrawal
Managing Director
DIN 05308288

RISHAB SPECIAL YARNS LIMITED
CIN : L17114RJ1987PLC004067
REGD. OFFICE : 2070 RASTA BARA GANGORE, JOHARI BAZAR, JAIPUR-30200
E-mail : compliance.rsyl@gmail.com , Phone : 0141-2575213,+91-8657530413, Visit us at
www.rishabspecial.in,

Annexure –III :

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

As is known to shareholders, the company is at present in the process of Change of Management and hence a SWOT analysis by the present management may not be justified. Yet in order to fulfill the stipulated requirements,

Existing management has been unable to arrange funds for revival of commercial/manufacturing activity and hence in the interest of Shareholders has entered into an agreement to divest its holding.

Following open offer as per SEBI(SAST) act, by the prospective investor, the price of Share has moved up substantially on the Stock Exchange thus probably reflecting the confidence of Shareholders in general.

Existing Board and the management is hence unable to comment on the future course which the Company is likely to take.

Since there was no business activity by the Company in the year under consideration, there is no comparative data to report.

In view of the above present management would like to report as follows:

Industry Structure and Development:-

Presently the Company has no manufacturing plant or commercial activity, in it's earlier line of activity which was Texturising and other value added activities in the field of Polyester Filament Yarn. Presently the Industry is dominated by large players like RIL, JBF industries and others.

Opportunity and Threat:-

Opportunity: A new management is likely to commence new Business in course of time.

Threat: In case the management is not changed, it would be difficult for existing management to raise funds for reviving or any new activity

Segment-wise or product wise performance: There is no business during the year hence segment reporting not required. Due to suspension of operations there is nothing to report on segment-wise performance.

Outlook: The outlook of the company shall depend on the ability of new Board and Management to do business, their business acumen, business plan for which they have gone for open offer and it's ability to raise finances for its future planning.

Risk and concerns:-As the domestic and global conditions are extremely competitive in general in all business and all depend on the new management to respond to the same.

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

Discussion on financial performance with respect to operational performance: Presently the Company has no manufacturing plant or commercial activity. So, without any operation there is no point of discussion on financial performance with respect to operational performance.

Material Development in Human Resources/Industrial Relations front, including number of people employed - Company continues to have good record of industrial relation.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor

AS there is no business operations during the year including production, sales, purchase, inventory movement, interest payment or payable, loans from bank or outside party on interest. So, Ratio for Debtors Turnover, Inventory Turnover, Interest Coverage, Debt Equity can't be calculated. Hence, change can't be determined in these ratios. EPS has not changed significantly or more than 25% during the year.

The current ratio has improved significantly due to the following reasons during the year:-

The Current liability is reduced by Rs. 74.51 lakhs on account of payment of unsecured interest free loans outstanding to related parties. The payment was made out of funds received on sale of last piece of company's Land.

The Current Assets has been reduced due to use of balance available in bank account, to the extent of Rs. 8.39 lacs as at 31st March 2023, for the payment of expenses/liability and recovery of advances approx. 2 lakhs during the year.

The Return of Capital employed and Return on Equity has been deteriorated due to increase in Net Worth by 2.88 times due to profit on sale of land and Net Worth was very low in previous year because before that it was negative.

As Company has not taken any loan from banks/outside parties on interest. So, interest coverage ratio and debt service coverage ratios are not applicable.

PLACE: JAIPUR
DATED: 02/09/2023

Sd/-
Sanjay Kumar Agrawal
Managing Director
DIN 05308288

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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 utilizing 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	2023	2022
Earning	-	-
Outgo	-	1,195

PLACE: JAIPUR
DATED: 02/09/2023

Sd/-
Sanjay Kumar Agrawal
Managing Director
DIN 05308288

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Annexure - V

I, SANJAY KUMAR AGRAWAL Managing Director of the Company and, the undersigned, in my capacity as Managing Director of Rishab Special Yarns Limited (“the company”) to the best of my knowledge and belief certify that :

- (a) I have reviewed the financial statements viz. the Balance Sheet as at 31st March 2023, the Statement of Profit & Loss, the Statement of Cash Flow and the Statement of Changes in Equity for the year ended 31-03-2023 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, illegal or violative of the company’s Code of Conduct. 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 for financial reporting 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 the same has been disclosed in the notes to the financial statement 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
DATED: 02/09/2023

Sd/-
Sanjay Kumar Agrawal
Managing Director
DIN 05308288

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

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.rishabspecial.com, Email id: compliance.rsyl@gmail.com,

Financial Year Reported: 2022-23

Sector: The company is in the Textile Sector NIC Code 2030. At present there is no product being produced by the company. There is no fixed assets in the company's books as on 31st March 2023 and Company is not working at any location as of now.

Section B : Financial Detail of the Company, Income from operation Nil, Total Profit/ (Loss) after taxes: INR (8470) Compared to last year profit of Rs. 41752

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. SANJAY KUMAR AGRAWAL, Managing Director is the head of BR his DIN is: 05308288, Telephone no.: 0141-2575213,+91-8657530413, email id: compliance.rsyl@gmail.com.

PLACE: JAIPUR
DATED: 02/09/2023

Sd/-
Sanjay Kumar Agrawal
Managing Director
DIN 05308288

RISHAB SPECIAL YARNS LIMITED
REGD.OFFICE:2070 RASTA BARA GANGORE, JAIPUR-302003
Email: compliance.rsyl@gmail.com, Phone no-0141-2575213,+91-8657530413,
CIN : L17114RJ1987PLC004067
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Annexure- VII

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2023

Pursuant to 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	17-08-1987
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, +91-8657530413 E-mail: compliance.rsyl@gmail.com , Website: www.rishabspecial.in
6	Whether Listed	Yes
7	Name, Address & Contact details of the Registrar & Transfer Agent,if any	M/s LINK INTIME INDIA PVT. LTD. C- 101,247 PARK, LAL BHADUR SHASTRI MARG VIKHROLI WEST, MUMBAI -400083. Tel:+91-22- 49186000 Extn : 2344 Fax:+91- 22- 49186060, E-mail: rnt.helpdesk@linkintime.co.in , and Web Site: www.linkintime.co.in ,

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: Due to incurrence 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. From 20018-19 company has started exporting Polyester Filament Yarn by procuring raw material and getting job work done from outside. While there is no

business activity in the current and previous year. In year 2019-20 Company has exported one full container of Polyester Filament Yarn. Earlier the company was producing and 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			

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

	No. of Shares held at the beginning of the year[As on 31-March-2023]							
	Demat	Physical	Total	% of Total Shares				
A. Promoter s								
(1) Indian								
a) Individual/ HUF	793152	-	793152	22.28				
b) Central Govt	-	-	-	-				
c) State Govt(s)	-	-	-	-				
d) Bodies Corp.	781818	-	781818	21.96				
e) Banks / FI	-	-	-	-				
f) Any other	-	-	-	-				
Total shareholding of Promoter (A)	1574970	-	1574970	44.24				
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) FII's	-	-	-	-				
h) Foreign Venture Capital Funds	-	-	-	-				
i) Others (specify)	-	-	-	-				
Sub-total (B)(1):-	-	-	-	-				
2. Non-Institutions								
a) Bodies Corp.								
i) Indian		17600	17600	0.49				
ii) Overseas								
b) Individuals								
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	30700	-	30700	0.86				
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	-	-	-				
c) Others (specify)								
Non Resident Indians	-	1400	1400	0.04				
HUF	400	-	400	0.01				
Overseas Corporate Bodies	-	-	-	-				
Foreign Nationals	-	-	-	-				
Clearing Members	-	-	-	-				
Trusts	-	-	-	-				
Foreign Bodies - D R	-	-	-	-				
Sub-total (B)(2):-	31100	19000	50100	1.40				
Total Public Shareholding (B)=(B)(1)+ (B)(2)	58000	1877630	1935630	54.36				
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-				
Grand Total (A+B+C)	1664070	1896630	3560700	100.00				

Category-wise Share Holding

i)

Sr. No	Name of the seller	Number of share	Percentage of equity and Voting Capital %
1	AMITABH HIRAWAT	630160	17.70
2	ARTI HIRAWAT	54000	1.52
3	CHANDRA MOHAN KHANDELWAL	47810	1.34
4	ASHWIN HIRAWAT	41000	1.15
5	ADITI RANKA/HIRWAT	40000	1.12
6	SHASHANK HIRAWAT	31900	0.90
7	AMITA NAVALKHA	10000	0.28
8	DUSHALI KHANDELWAL	5000	0.14
9	PADAM DEVI HIRAWAT	2000	0.06
10	AMITABH HIRAWAT (HUF)	48000	1.35
11	NATHMALL HIRAWAT(HUF)	13000	0.37
12	TREPECHY TEXTILE LTD	320200	8.99
13	SHAKATI VIJAY STEEL TRANSFORMS PVT. LTD	239300	6.72
14	TREPECHY TRADING PVT LTD	90000	2.53
15	SHASHWIN TEXTILES LTD	1500	0.07
	Total share	15,74,970	44.23%

ii) **The details of Purchase are as follows:**

Sr. No	Name of the seller	Number of share	Percentage of equity and Voting Capital %
1	Mr. Sanjay Kumar Agrawal	7,91,570	22.23
2	Vimla Metcoke Limited (CIN: U23209GJ2021PLC120074)	7,83,400	22.00
	Total share	15,74,970	44.23%

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

SN		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 / 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):	-	-	1574970	44.23
	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):

Sl. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year 01.04.2022		Date wise increase/ decrease		Cumulative Shareholding During the Year		Shareholding at The end of the year 31.03.2023	
		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. Sanjay Kumar Agrawal	791570	22.23	NIL	NIL	-	-	791570	22.23
2	Vimla Metcoke Limited	783400	21.96	-	-	-	-	783400	21.96

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- 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

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.

Sd/-

Sanjay Kumar Agrawal
Managing Director
DIN 05308288

PLACE: JAIPUR

DATED: 02/09/2023

Balance Sheet as at 31 March 2023

Particulars	Note No.	As At 31.03.2023	AS At 31.03.2022
1	2	3	4
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets	3	-	-
(b) Capital work- in- progress			
(c) Investments property			
(d) Goodwill			
(e) Other Intangible Assets			
(f) Intangible Assets under Development			
(g) Biological Assets other than bearer plants			
(h) Financial Assets			
(i) Investments	4	0.255	0.255
(ii) Trade receivables			
(iii) Loans			
(i) Deferred tax assets (net)	5	70.720	70.019
(j) Other Non-Current Assets			
(2) Current assets			
(a) Inventories	6	-	-
(b) Financial Assets			
(i) Investments			
(ii) Trade receivables			
(iii) Cash and cash equivalents	7	0.536	0.812
(iv) Bank Balance other than (iii) above			
(v) Loans	8	-	-
(vi) Others			
(c) Current Tax Assets (Net)			
(d) Other current assets	9	12.130	17.063
TOTAL ASSETS		83.641	88.150
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	10	357.160	357.160
(b) Other Equity	11	(309.923)	(300.888)

Balance Sheet as at 31 March 2023 (Contd.....)

Particulars	Note No.	As At 31.03.2023	AS At 31.03.2022
1	2	3	4
(2) Liabilities			
(a) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	-	-
(ia) Lease Liabilities			
(ii) Trade payables	13	-	-
(A) total outstanding dues of micro enterprises and small enterprises; and			
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
(b) Provisions	14	12.544	12.544
(c) Deferred Tax Liabilities (Net)			
(d) Other Non Current Liabilities			
(b) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	19.048	14.299
(ia) Lease Liabilities			
(ii) Trade payables			
(A) total outstanding dues of micro enterprises and small enterprises; and			
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.			
(iii) Other financial liabilities (other than those specified in item (c))	16	1.607	1.857
(b) Other current liabilities	17	3.204	3.177
(c) Provisions			
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		83.641	88.150

In terms of our Audit Report of even date

For S. Bargava Associates

Chartered Accountants

(FRN 003191C)

(Satya Narayan Khandelwal)

Partner

M.No. 073048

Place : Jaipur

Dated: 30.05.2023

UDIN : 22073048AJYANL8662

For Rishab Special Yarns Limited

(Sanjay Kumar Agarwal)

Managing Director

DIN: 05308288

(Rakhi Agarwal)

Director

DIN: 10104480

Statement of Profit and Loss for the Year ended 31.03.2023

Particulars	Note No.	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Income:			
Revenue From Operations		0.000	0.000
Other Income	18	0.034	0.991
Total Income		0.034	0.991
Expenses:			
Cost of Materials Consumed	19	0.000	0.000
Employee Benefits Eexpense	20	4.100	4.865
Finance costs	21	0.025	0.016
Depreciation, depletion and Amortisation Expense	3	0.000	0.000
Other Expenses	22	5.645	15.351
Total Expenses		9.770	20.232
Profit/(loss) before Exceptional Items		(9.736)	(19.241)
Exceotional Item: (Profit/Loss on sale of Land)		0.000	74.604
Profit/(loss) after Exceptional Item		-9.736	55.363
Tax expense:			
(1) Current tax		0.000	0.000
(2) Deffered tax		-0.701	13.611
Profit/(loss) after tax for the year		(9.035)	41.752
Other comprehensive income (Net of taxes)		0.000	0.000
Earning per Equity share			
(1) Basic		(0.254)	1.173
(2) Diluted		(0.254)	1.173

In terms of our Audit Report of even date

For S. Bargava Associates

Chartered Accountants

(FRN 003191C)

(Satya Narayan Khandelwal)

Partner

M.No. 073048

Place :Jaipur

Dated: 30.05.2023

UDIN : 22073048AJYANL8662

For Rishab Special Yarns Limited

(Sanjay Kumar Agarwal)

Managing Director

DIN: 05308288

(Rakhi Agarwal)

Director

DIN: 10104480

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2023

Particulars	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax & Extraordinary Items	(9.736)	55.363
Adjustment for:-		
Interest Received	0.034	0.991
Rent Received	-	-
Depreciation	-	-
Operating Profit Before Working Capital Changes	(9.702)	56.354
Decrease (Increase) in Sundry Debtors	-	-
Decrease (Increase) in Other Current Assets	4.934	1.981
Increase (Decrease) In Other Current liabilities	0.027	8.275
Increase (Decrease) In Short Term Borrowings	4.749	(74.518)
Increase (Decrease) In Trade Payables	(0.250)	(0.076)
	<u>9.460</u>	<u>(64.337)</u>
Cash Generated from Operating Activities	(0.241)	(7.983)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Increase/Decrease in Fixed Assets	-	1.396
Increase in Short Term Loans & Advances	-	-
Interest Received	(0.034)	(0.991)
Rent Received	-	-
Net Cash Flow from the Investing Activities	(0.034)	0.405
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Share Capital	-	-
Increase/(Decrease) in Unsecured Loans	-	-
Net Changes in Cash and Cash Equivalents (A+B+C)	(0.276)	(7.578)
Cash and Cash Equivalents as at 1st April	0.812	8.390
Cash and Cash Equivalents as at end of the period	0.536	0.812

In terms of our Audit Report of even date
For S. Bargava Associates
Chartered Accountants
(FRN 003191C)
(Satya Narayan Khandelwal)
Partner
M.No. 073048
Place :Jaipur
Dated: 30.05.2023
UDIN : 22073048AJYANL8662

For Rishab Special Yarns Limited

(Sanjay Kumar Agarwal)	(Rakhi Agarwal)
Managing Director	Director
DIN: 05308288	DIN: 10104480

STATEMENT OF CHANGES IN EQUITY**A. Equity Share Capital**

(1) Current Reporting Period As At 31.03.2023

Number of Equity Shares					Paid - Up Capital
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	Amount in Rs.
3560700	0	0	0	3560700	0

Note: 21800 Shares of Rs. 10/- each having paid up of Rs. 5/- each forfeited on 21.12.1993. A total sum of Rs. 109000 (21800X5) included in paid up value.

(2) Previous Reporting Period As At 31.03.2022

Number of Equity Shares					Paid - Up Capital
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	Amount in Rs.
3560700	0	0	0	3560700	0

Note: 21800 Shares of Rs. 10/- each having paid up of Rs. 5/- each forfeited on 21.12.1993. A total sum of Rs. 109000 (21800X5) included in paid up value.

B. Other Equity**(1) Current reporting period As At 31.03.2023**

	Reserves and Surplus										Total			
	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other - General Reserves	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus		Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants
Balance at the beginning of the current reporting period	0	0	424,510	0	139,516	-864,914	0	0	0	0	0	0	0	-300,888
Changes in accounting policy or prior period errors	0	0	0	0	0	0	0	0	0	0	0	0	0	0,000
Restated balance at the beginning of the current reporting period	0	0	424,510	0	139,516	-864,914	0	0	0	0	0	0	0	-300,888
Total Comprehensive Income for the current year	0	0	0	0	0	-9,035	0	0	0	0	0	0	0	-9,035
Dividends	0	0	0	0	0	0	0	0	0	0	0	0	0	0,000
Transfer to retained earnings	0	0	0	0	0	0	0	0	0	0	0	0	0	0,000
Any other change (to be specified)	0	0	0	0	0	0	0	0	0	0	0	0	0	0,000
Balance at the end of the current reporting period	0	0	424,510	0	139,516	-873,949,035	0	0	0	0	0	0	0	-309,923

(2) Previous reporting period As At 31.03.2022

	Reserves and Surplus										Total			
	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other - General Reserves	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus		Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants
Balance at the beginning of the previous reporting period	0	0	424,510	0	139,516	-906,666	0	0	0	0	0	0	0	-342,640
Changes in accounting policy or prior period errors	0	0	0	0	0	0	0	0	0	0	0	0	0	0,000
Restated balance at the beginning of the previous reporting period	0	0	424,510	0	139,516	-906,666	0	0	0	0	0	0	0	-342,640
Total Comprehensive Income for the previous year	0	0	0	0	0	41,752	0	0	0	0	0	0	0	41,752
Dividends	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Transfer to retained earnings	0	0	0	0	0	0	0	0	0	0	0	0	0	0,000
Any other change (to be specified)	0	0	0	0	0	0	0	0	0	0	0	0	0	0,000
Balance at the end of the previous reporting period	0	0	424,510	0	139,516	-864,914,084	0	0	0	0	0	0	0	-300,888

Note: 3 Property, Plant & Equipment

As at

31st March 2023

Particulars	Land	Buildings	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipment	Others	Total
Gross Block								
As at 1st April 2022	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Addition During the Year	0	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Disposal during the year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Adjustments during the year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of PPE)	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
As at 31st March 2023	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Accumulated Depreciation/ Amortisation								0.000
As at 1st April 2022	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
For the Year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Adjustments during the year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Total up to 31st March 2023	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Net Block								0.000
As at 31st March 2023	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
As at 31st March 2022	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000

As at

31st March 2022

Particulars	Land	Buildings	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipment	Others	Total
Gross Block								
As at 1st April 2022	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Addition During the Year	0	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Disposal during the year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Adjustments during the year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of PPE)	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
As at 31st March 2023	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Accumulated Depreciation/ Amortisation								0.000
As at 1st April 2022	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
For the Year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Adjustments during the year	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Total up to 31st March 2023	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Net Block								0.000
As at 31st March 2023	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000
As at 31st March 2022	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023

Note 4: Investments

Particulars	As At 31.03.2023	As At 31.03.2022
(a) Investments in Equity Instruments;		
(b) Investments in Preference Shares;		
(b) Investments in Preference Shares;		
(c) Investments in Government or trust securities; National Saving Certificates with Sales Tax Deptment	0.075	0.075
(d) Investments in debentures or bonds;		
(e) Investments in Mutual Funds;		
(f) Investments in partnership firms; or		
(9) Other investments (specify nature)		
Deposited With Sales Tax Department and RIICO Ltd.	0.110	0.110
Security Deposit with RIICO Ltd.	0.070	0.070
Total	0.255	0.255

Note 5 : Deferred Tax Assets (Net)

Particulars	As At 31.03.2023		As At 31.03.2022	
Deferred Tax Assets				
Unabsored Depreciation	65.048	-	62.899	
Unabsored Loss	5.672	-	7.121	70.019
		70.720		
Less: Deferred Tax Liabilities				
Accumulated Depreciation		-		-
Deferred Tax Assets (Net)		70.720		70.019

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023**Note 6: Inventories**

Particulars	As At 31.03.2023	As At 31.03.2022
(As taken valued and certified by Management)		
Raw Materials		
Polyester Oriented Yarn (DDB)	-	-
Total	-	-

Note 7: Cash and Cash Equivalents

Particulars	As At 31.03.2023	As At 31.03.2022
Cash in hand	0.001	-
Balance with Banks in Current Accounts	0.535	-
Total	0.536	0.812

Note 8: Short Term Loans & Advances

Particulars	As At 31.03.2023	As At 31.03.2022
(Unsecured but Considered good)		
Loans & Advances to body corporates	-	-
Total	-	-

Note 9: Other Current Assets

Particulars	As At 31.03.2023	As At 31.03.2022
(Unsecured but considered good)		
Deposits with Govt. Deptt.	8.807	-
Advances recoverable in cash or in kind or for value to be received	-	5.000
GST Input	3.323	2.497
Income Tax Refundable	-	0.760
IGST Refundable		-
Duty Draw Back Receivable		-
Bhansali Engineering Polymers Ltd		
Total	12.130	17.063

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023

NOTE 10 :SHARE CAPITAL

Particulars	As At 31.03.2023		As At 31.03.2022
Authorised :			
60,00,000 Equity Shares of Rs 10/- each	600.000	-	600.000
Issued and Subscribed :			
35,82,500 Equity Shares of Rs 10/- each Paid-up	358.250	-	358.250
35,60,700 Equity Shares of Rs. 10/- each fully paid up	356.070	-	356.070
Amount paid up on 21,800 Equity Shares of Rs. 10/- @ Rs. 5/- per share on Forfeited shares	1.090	-	1.090
Total	357.160		357.160

(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 31.03.2023	As At 31.03.2022
Number of Shares outstanding at the beginning of the year	35,60,700.000	35,60,700.000
Add: Shares Issued during the year	-	-
Number of Shares outstanding at the end of the year	35,60,700.000	35,60,700.000

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

Name of Shareholder	As At 31.03.2023		As At 31.03.2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. Shri Nath Mal Hirawat	0	-	3,05,360	8.58
2. Shri Amitabh Hirawat	-	0.00%	3,24,800	9.12
3. M/s Shakti Vijay Steels Pvt. Ltd.	-	0.00%	2,39,300	6.72
4. M/s Trepechy Textiles Limited	-	0.00%	3,20,200	8.99
5. M/s Vimla Metcoke Limited				
6. Shri Sanjay Kumar Agarwal				
Total	-	0.00%	11,89,660	33.41

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023

(iv) Shares held by Promoter at the end of the year

S. No.	Promoter Name	As At 31.03.2023			As At 31.03.2022	
		Number of Shares	%Age of Total Shares	%Age Change during the year	Number of Shares	%Age of Total Shares
1	Amitabh Hirawat	0	0.00%	-100.00%	324800	9.12%
2	Nathmal Hirawat	0	0.00%	-100.00%	305360	8.58%
2	Arti Hirawat	0	0.00%	-100.00%	54000	1.52%
3	Amitabh Hirawat (Huf) .	0	0.00%	-100.00%	48000	1.35%
4	Chandra Mohan Khandelwal	0	0.00%	-100.00%	47810	1.34%
5	Ashwin Hirawat	0	0.00%	-100.00%	41100	1.15%
6	Shashank Hirawat	0	0.00%	-100.00%	31900	0.90%
7	Nath Mall Hirawat (Huf)	0	0.00%	-100.00%	13000	0.37%
8	Amita Navlakha	0	0.00%	-100.00%	10000	0.28%
9	Dushali Khandelwal	0	0.00%	-100.00%	5000	0.14%
10	Padam Devi Hirawat	0	0.00%	-100.00%	2000	0.06%
11	Aditi Ranka	0	0.00%	-100.00%	40000	1.12%
12	Trepechy Textile Limited	0	0.00%	-100.00%	320200	8.99%
13	Shakti Vijay Steel Transforms Pvt Ltd	0	0.00%	-100.00%	239300	6.72%
14	Trepechy Trading Private Limited	0	0.00%	-100.00%	90000	2.53%
15	Shashwin Textiles Limited	0	0.00%	-100.00%	2500	0.07%
16	M/s Vimla Metcoke Limited *					
17	Shri Sanjay Kumar Agarwal*					

Note :

- Percentage change in shareholding during the year is due to transfer of entire shareholding of the all promoter and promoter group to new Promoters under share purchase agreement date 8th March 2023. The transfer took place during the current quarter.
- * Acquired Shares from Old Promoter under Share Purchase Agreement dated 08.03.2022 transferred during the year and is in the process of recalssification of Promoter and Promoter Group

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023**Note 11:Other Equity**

Particulars	As At 31.03.2023		As At 31.03.2022	
(a) Capital Reserve	424.510	-	424.510	-
(b) General Reserve	139.516	-	139.516	-
(c) Surplus (Deficit) in Statement of Profit & Loss				
As per last Balance Sheet	(864.914)	(906.666)		
Add: Net Profit(Loss) after tax transferred from Statement of Profit & Loss	(9.035)	41.752	(864.914)	
Total	(309.923)		(300.888)	
	(9.035)	(300.888)	(9.035)	

Note 12: LongTerm Borrowings**(864.914)**

Particulars	As At 31.03.2023		As At 31.03.2022	
(UNSECURED)				
Loans from Directors	-	-	-	-
Loans from Ex Director	-	-	-	-
Loans from Others	-	-	-	-
Total	-	-	-	-

The Long Term Borrowing are payable after 12 months.

Note 13: Non Current Trade Payables

Particulars	As At 31.03.2023		As At 31.03.2022	
For Goods	-	-	-	-
For Services	-	-	-	-
Other Liabilities	-	-	-	-
Total	-	-	-	-

Note 14: Long Term Provisions

Particulars	As At 31.03.2023		As At 31.03.2022	
(a) Provision for employee benefits; and	4.277	-	4.277	-
(b) Others (specify nature).	8.27	-	8.27	-
Total	12.544		12.544	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023

Note 15: Short Term Borrowings

Particulars	As At 31.03.2023	As At 31.03.2022
(a) Loans repayable on demand		
(I) from banks		
(II) from other parties		
(b) Loans from related parties		
(i) Loans from Director	11.268	- 14.299
(ii) Loan from Ex-Director	-	-
(iii) Loans from Companies	7.780	-
(c) Deposits		
(d) Other loans (specify nature);	-	-
Total	19.048	14.299

Note: 15 (a) Current Maturities of Long Term Borrowing:

Particulars	As At 31.03.2023	As At 31.03.2022
(a) Loans repayable on demand		
(I) from banks		
(II) from other parties		
(b) Loans from related parties		
(i) Loans from Director	-	-
(ii) Loan from Ex-Director	-	-
(iii) Loans from Companies in Which Directors are interested	-	-
(c) Deposits	-	-
(d) Other loans (specify nature);	-	-
Total	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023

Note 16: Trade Payables

Particulars	As At 31.03.2023	As At 31.03.2022
Payable to:		
Micro and Small Enterprises	-	
Other than Micro and Small Enterprises	1.607	1.857
Total	1.607	1.857

Trade Payable Ageing Schedule

1. Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1- 2 Years	2- 3 Years	More than 3 years	Total
(i) MSME	0	-	-	-	-
(II) Others	1.073	-	-	-	1.073
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	0.534	0.534
Total	1.073	-	-	0.534	1.607

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1- 2 Years	2- 3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(II) Others	1.323	-	-	-	1.323
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	0.534	-	0.534
Total	1.323	-	0.534	-	1.857

Note 1. Where no due date of payment is specified in that case disclosure is taken from the date of the transaction.

Note 2. There is no Unbilled dues as at the end of year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2023

3. As We have not received any declaration from any of our creditors whether they belongs to MSME. So it has been booked in other
4. Disputed Invoice belongs to Link Intime India Pvt. Ltd. Invoice No. DGS 11047587 dated 29.02.2020. This invoice they have raised without being getting our approval and they are saying they will revert but till date it is pending.

Note 17: Other Current Liabilities

Particulars	As At 31.03.2023	As At 31.03.2022	
Outstanding Expenses		-	
Advance Received from Customer		-	
Statutory Liabilities	0.050	-	0.023
Other Liabilities	3.154	-	3.154
Total	3.204		3.177

ANNEXURE- IX

**M/s LINK INTIME INDIA PVT. LTD.,
(Unit: Rishab Special Yarns Limited)
C- 101,247 PARK, LAL BHADUR SHASTRI MARG
VIKROLI WEST, MUMBAI -400083.**

Dear Sir/Madam,

I/We hereby furnish our PAN and bank Mandate details for updating in your record. I/we am/are enclosing herewith:

1. Self attested copy of PAN Card of the shareholder/(s) (including joint holders)
2. Original cancelled cheque leaf with the name of first/sole shareholder printed on it and in absence of personalized cheque copy of bank passbook showing name & account details of the account holder attested by bank.
3. Address proof (self attested copy of any one of the Aadhar Card/Voter id/Electricity bill/Telephone bill).

Folio No.	
Mobile No.	
E-Mail id	

Name of the Bank	
Name of the Branch	
Account Number (as appearing in cheque book/leaf/ Pass book)	
Account Type (please tick as applicable)	<input type="checkbox"/> Saving <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit
Degit MICR Number (please enclose cheque for varification)	
11 Digit IFSC Code	

Particular	Name	PAN	Signature
First Holder :			
Joint Holder 1:			
Joint Holder 2:			
Joint Holder 3:			

Date:

Place:

Note: The above details will not be updated if the supporting documents are not attached and or not duly signed by the shareholder (including joint holders).

CC to: Rishab Special Yarns Limited, 2070, Rasta Bara Gangore, Johari Bazar, Jaipur – 302003.

RISHAB SPECIAL YARNS LIMITED
REGD.OFFICE:2070 RASTA BARA GANGORE, JAIPUR-302003
Email: compliance.rsyl@gmail.com, Phone no-0141-2575213,+91-8657530413,
CIN : L17114RJ1987PLC004067
Visit us at www.rishabspecial.in

Members Folio No./Client ID :	
DP ID :	
No. of Shares held :	

ATTENDANCE SLIP

We hereby record my/our presence at the 35th Annual General Meeting of the Company held at 2070, Rasta Bara Gangore, Jaipur-302 003 on Wednesday, 27TH September 2023 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 YARNS LIMITED

REGD.OFFICE:2070 RASTA BARA GANGORE, JAIPUR-302003

Email: compliance.rsyl@gmail.com, Phone no-0141-2575213,+91-8657530413, CIN : L17114RJ1987PLC004067Visit us at www.rishabspecial.in

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 (s) : _____

Registered address : _____

Email Id : _____

Folio No/ Client Id : _____

DP ID : _____

I/We, being the member (s) of _____ 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 35th Annual General Meeting of the Company to be held on Wednesday, the 27th September 2023 at 12.00 noon, at registered office of the company or any adjournment thereof in respect of such resolutions as are indicated below:

- To consider, approve and adopt the Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon.
- To appoint a director in place of Mrs. Rakhi Agrawal (DIN 10104480), who retires by rotation and, being eligible, offers herself for re-appointment.
- To appoint a director in place of Mr. Sanjay Kumar Agrawal (DIN 05308288), who retires by rotation and, being eligible, offers himself for re-appointment.

4. To appoint a director in place of Mr. Sandeep Kumar Agrawal (DIN 07231227), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To Appoint Statutory Auditors of the Company and Fix their remuneration.
6. Confirmation of Appointment of Company Secretary.
7. Shifting of registered office of the company from the state of Rajasthan to the state of Maharashtra.
8. Change of name of the company.
9. To Regularization of additional Director, Mr.Dhananjay Ganesh Patil (DIN. 10233695) as a Director of the Company:

Signed on the _____ day of _____ 2023

Signature of shareholder _____

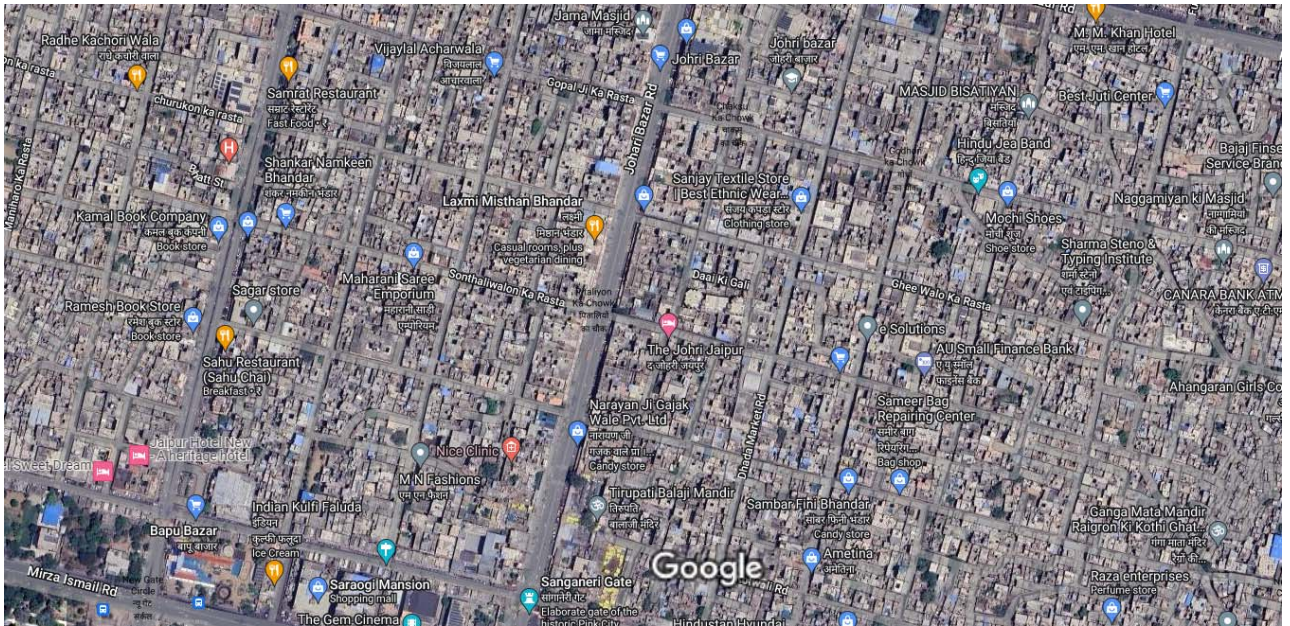
Signature of Proxy holder(s) _____

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.

Route map



BOOK POST

If Undelivered please return to :

RISHAB SPECIAL YARNS LTD.

2070, Rasta Bara Gangore

Jaipur - 302 003.

PRINTED AT :