

RISHAB SPECIAL YARNS LTD

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

Email:rsyltd@gmail.com, Phone no-0141-2575213, CIN : L17114RJ1987PLC004067

Visit us at www.rishabspecial.com

The Manager (Listing Department)

Corporate services

Bombay Stock Exchange Limited

Floor 25, P.J.Towers

Dalal Street

MUMBAI-400 001

BSE Srip Code: 514177

Dear Sir,

Please find attached herewith the Annual Report for the year ended on 31.03.2019 under regulation 34(1).

Thanking you

Yours Faithfully

For Rishab Special Yarns Limited



Managing Director

DIN: 00349697

RISHAB SPECIAL YARNS LTD.

31st ANNUAL REPORT 2018-19

Board of Directors :

SHRI AMITABH HIRAWAT
SMT. ARTI HIRAWAT
SHRI SHASHANK HIRAWAT
SHRI PRADEEP LOIWAL
SHRI KAMAL KISHORE KALANI

Registered Office :

2070, Rasta Bara Gangore
Jaipur - 302 003
Tel. : 0141-2575213
E-mail : rsyltd@gmail.com
Website : www.rishabspecial.com
CIN : L17114RJ1987PLC004067
ISIN : (CDSL) INE351D01013

Statutory Auditors :

JAIN SHRIMAL & CO.
Chartered Accountants

Secratarial Auditors:

SUNITA GARG & ASSOCIATES,
Company Secretary

RISHAB SPECIAL YARNS LIMITED

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

E-mail : rsyltd@gmail.com • Phone : 0141-2575213 • CIN : L17114RJ1987PLC004067

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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of **RISHAB SPECIAL YARNS LIMITED** will be held at Regd. Office at 2070, Rasta Bara Gangore, Johari Bazar, Jaipur – 302003 on **Monday, 30th September, 2019** 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, 2019 and the Profit and Loss Account for the year ended March 31, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Shashank Hirawat (DIN 00349905), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provisions of Section 139-142 and other applicable provisions, if any, of the

Companies Act, 2013 read with the underlying Rules viz. Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, the retiring Statutory Auditor M/s. Jain Shrimal & Co., Chartered Accountants, having firm registration No. 001704C Allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

4. To Re-appoint Shri Kamal Kishore Kalani (holding DIN 02275473) as an Independent Director for 2nd term of 5 years and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with schedule IV and all other applicable provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other laws applicable in this regard (including any statutory modification(s) or re-enactment thereof for the time being in force). Shri Kamal Kishore Kalani (holding DIN 02275473) , has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for another five years with effect from 31st AGM to 36th AGM under section 149 (10) of the Act.”
5. To Re-appoint Shri Pradeep Kumar Loiwal (holding DIN 00403719) as an Independent Director for 2nd term of 5 years and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with schedule IV and all other applicable provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other laws applicable in this regard (including any statutory modification(s) or re-enactment thereof for the time being in force). Pradeep Kumar Loiwal (holding DIN 00403719, has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for another five years with effect from 31st AGM to 36th AGM under section 149 (10) of the Act.”
6. Appointment of Chief Financial Officer:- To appoint Mr. Vijay Singh Yadav, (holding M.B.A. degree in Finance) as a Chief Financial Officer and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

RESOLVED THAT pursuant to the provisions of Section 203 and Section 2(51) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the consent of the Board of Directors be and has hereby accorded to appoint Mr. Vijay Singh Yadav (PAN No. AAEPY5833H) S/o Shri Dileep Singh Yadav as Chief Financial Officer of the Company w.e.f. 20.04.2019 at a remuneration of Rs. 30000/-p.m. subject to approval of shareholders in the General Meeting, on such terms & conditions as contained in the letter of appointment, a copy of which was initiated by the Chairman for the purpose of identification, to perform the duties which may be performed by the Chief Financial Officer under the Companies Act, 2013 and the erstwhile Companies Act, 1956 and any other duties assigned by the Board from to time.

"FURTHER RESOLVED THAT Mr. Amitabh Hirawat (DIN: 00349697), Managing Director of the Company be & is hereby authorized to finalize the terms & conditions in connection with his appointment and to take all the necessary steps including filing of E-Form DIR-12 with the Registrar of Companies, Rajasthan, Jaipur and to do all such acts.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

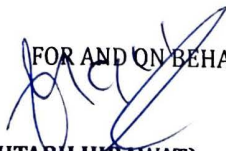
To sell, Lease or Otherwise dispose off the Land and Building at E-38,39 Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan, of the Company:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, the approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), to sell or transfer or otherwise dispose of in any manner, the land situated at E-38,39 Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan and sell it either as whole in one lot or dividing in parts or in such way at such price and on such terms and conditions (including the receipt of the consideration thereof) and in such manner as may be decided by the Board, with effect from such date and in such manner as the Board deems appropriate in the interest of the company, with power to the Board of Directors to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all the required documents, memoranda, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered in deciding whether this resolution is required to be made effective or not and, in the event it is decided by the Board of Directors of the Company that such resolution is to be made effective, to determine the date on which such resolution shall become effective.

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized and empowered to execute the documents, deeds or writings required to be executed in relation to the transfer and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal/demolish and transfer of the Land and Building situated at E-38,39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan as they may in their absolute discretion deem fit."

"FURTHER RESOLVED THAT the common seal of the Company may be affixed to the above said documents in the presence of any Director or Authorised Signatory of the Company."


FOR AND ON BEHALF OF THE BOARD
(AMITABH HIRAWAT)
MANAGING DIRECTOR
(DIN 00349697)


(ARTI HIRAWAT)
DIRECTOR
(DIN: 00349855)

Registered Office :
2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur - 302003
Dated: 02/09/2019

NOTE:-

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital carrying voting rights of the company and a member holding more than 10 (ten) percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy to be for any other person or shareholder.
2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Member seeking any clarification on accounts of the company are requested to send their query in writing to the company at registered office addressed to Managing Director or through e-mail at rsyltd@gmail.com. The query must reach the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
7. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 30th September, 2019 (both days inclusive).
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are, therefore, requested to bring the copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent M/s Link Intime India Pvt. Ltd.. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/ mandate/bank details to The Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. to facilitate better servicing. 11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., for doing the needful.
12. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., for receiving the Annual Report and Accounts, Notices etc. in electronic mode. The Form for such registration is being attached with the Annual Report. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.
13. The Securities and Exchange Board of India has mandated the submission of Bank Detail, Permanent Account Number (PAN) and E-mail Address by every Investor with RTA/company. Members holding shares in electronic form are requested to submit their Bank Detail, PAN and E-mail to their DPs. Members holding shares in physical form are requested to submit their Bank Detail, PAN and E-mail address to the RTA M/s Link Intime India Pvt. Ltd. (Unit: Rishab Special Yarns Limited) at C- 101, 247 PARK, LAL BHADUR SHASTRI MARG, VIKHROLI WEST, MUMBAI -400083 and c/c to Company M/s Rishab Special Yarns Limited at: 2070, Rasta Bara Gangore, Johari Bazar, Jaipur - 302003. The form for furnishing Bank Detail, PAN and E-Mail address along with self attested documents as mentioned in the form is placed at company's website at www.rishabspecial.com and hard copy of which will be despatched through registered post at the address in our record. Investors are hereby requested to send the duly signed, filled form along with self attested documents mentioned at the earliest.
14. Also Note that from 5th December, 2018 except in the case of transmission or transposition of securities request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form (in electronic Form) with the depository. So, investors are advised to send their physical share for dematerialization through any of the Depository Participants who is registered with CDSL. The ISIN(s) allotted by the CDSL for the company is INE351D01013.
15. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of evoting 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 2018-2019 will also be available on the Company's website <http://www.rishabspecial.com> for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: rsyltd@gmail.com

18. As required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, brief resume including expertise in specific functional area, disclosure of relationship between Directors, other Directorship and Committee membership and shareholding of the person proposed for appointment/reappointment as director is given below:

SHRI SHASHANK HIRAWAT

Designation	: Director
Date of Birth	: 25.07.1985
Date of Appointment	: 29.07.2016
DIN	: 00349855
Education	: M.B.A. (Oxford University)
Experience	: 9 Years in Finance and Business
Expertise	: TEXTILE, Gems & Jewellery
Other Directorship	: Shashwin Textile Ltd. Violet Jewels Private Limited
Committee membership	: 0
Committee Chairmanship	: 0
Shareholding in RSYL on 31st March, 2019	: 31900

SHRI KAMAL KISHORE KALANI

Designation	: Independent Director
Date of Birth	: 09.07.1962
Date of Appointment	: 20.07.2011
Education	: B.Com., F.C.A.
Experience	: 32 Years in Profession
Other Directorship	: Nil
Committee membership	: 2
Committee Chairmanship	: 1
Shareholding in RSYL on 31st March, 2019	: Nil

SHRI PRADEEP KUMAR LOIWAL

Designation	: Independent Director
Date of Birth	: 12.06.1957
Date of Appointment	: 14.12.2006
DIN	: 00403719
Education	: B.E.
Experience	: 40 Years in Business and Industry
Other Directorship	: Nil
Committee membership	: 3
Committee Chairmanship	: Nil
Shareholding in RSYL on 31st March, 2019	: Nil

19. Process and manner for members opting for E-voting.

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

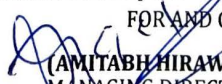
(III) The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 26.09.2019 at 9 AM and ends on 29.09.2019 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th Sept, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders / Members.
- iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (ixx) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- Details of person to be contacted for issue relating to e-voting:-
Rakesh Dalvi
Manager: Central Depository Services Limited
Unit: Rishabh Special Yarns Limited
'A' Wing, 25th Floor, Marathon Future 'X', Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai-400013
E-mail: helpdesk.evoting@cdslindia.com • Ph.: 1800225533
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-Off Date (Record Date) of 20th September-2019.
21. M/s. Sunita Garg & Associates, A Practicing Company Secretary, FCS No. 4716 and C.P. Membership No. 4671 has been appointed as the Scrutinizer to scrutinize the e-voting process and physical votes in Annual General Meeting in a fair and transparent manner.
22. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 30th September, 2019 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


(AMITABH HIRAWAT)
MANAGING DIRECTOR
(DIN: 00349697)


(ARTI HIRAWAT)
DIRECTOR
(DIN: 00349855)

Registered Office :
2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur - 302003
Dated: 02/09/2019

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Shri Kamal Kishore Kalani (holding DIN 02275473) be appointed as an Independent Director of the Company, whose term is due to expire on 31st AGM.

As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Shri Kamal Kishore Kalani (holding DIN 02275473), it is proposed to re-appoint him for the second term as an independent Director on the Board of Rishab Special Yarns Limited for a period of five years upto 36th Annual General Meeting.

In the opinion of the Board, Shri Kamal Kishore Kalani (holding DIN 02275473) fulfills the conditions specified in the Act and he is independent of the management. Copy of the draft letter for appointment of Shri Kamal Kishore Kalani (holding DIN 02275473] as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Kamal Kishore Kalani (holding DIN 02275473] as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Except Shri Kamal Kishore Kalani (holding DIN 02275473], being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

Pradeep Kumar Loiwal (holding DIN 00403719) be appointed as an Independent Director of the Company, whose term is due to expire on 31st AGM.

As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance Pradeep Kumar Loiwal (holding DIN 00403719), it is proposed to re-appoint him for the second term as an independent Director on the Board of Rishab Special Yarns Limited for a period of five years upto 36th Annual General Meeting.

In the opinion of the Board, Pradeep Kumar Loiwal (holding DIN 00403719) fulfills the conditions specified in the Act and he is independent of the management. Copy of the draft letter for appointment of Pradeep Kumar Loiwal (holding DIN 00403719) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Kamal Kishore Kalani (holding DIN 02275473] as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

Except Pradeep Kumar Loiwal (holding DIN 00403719), being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6:-

As per the section 203 of the Companies Act, 2013 and Rules made their under all listed companies are required to have a full time Chief Financial Officer. In this regard company has appointed Mr. Vijay Singh Yadav, holding M.B.A. degree in Finance, and has a wide experience of Finance, Accounting and Auditing Field and has worked in many big companies in the country as well as out of India, as Chief Financial Officer of the Company.

In the opinion of the Board of Directors, Mr. Vijay Singh Yadav, proposed to be appointed, as Chief Financial Officer of the Company has requisite qualification and fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

None of the Directors are interested or concerned in the Resolution.

The Board seeks approval of the members for the appointment of Mr. Vijay Singh Yadav as Chief Financial Officer of the Company pursuant to section 203 2(51) and other applicable provisions of the Act, Rules made there under.

Item No. 7

The members of the Company are requested to note that as per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

As company is holding Land and Building at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi, which is not being used by company in last 14 years, except giving it on rent for short term and for temporary purpose of the tenants, is in a situation which is very old and require a large amount for repair and maintenance and may collapse any time and can cause some casualty at any point of time. The land can be sold either in one lot to one buyer or after subdividing to different buyer. The unsecured loan payable to Director, Ex Director and Inter Corporate Loan are lying unpaid from a very long time and they are asking for repayment. Company is neither using nor in a position to use this land and building in future so it is better to sell this property and repay its unsecured loan pending from a long period of time. As company has stopped production in 2005 and sold entire machine installed at this location and from than neither doing any business nor being able to generate any other income, given the constraint of raising funds for developing this property for generating income. The company's net worth is in negative and company does not have any other fixed assets apart from this land and building situated at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan, so Company treat it as 'substantial' in terms of Section 180(1)(a) of the Companies Act, 2013 and therefore requires members' approval by way of 'Special Resolution' for disposal of the said land and building.

With the constraint of raising funds and funds required to be paid to its unsecured creditors pending from a very long time, the Board is of the view that it will be better for the Company to sell, transfer, or dispose of the land and building situated at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi and repay its unsecured loan and use balance amount, if any, for the business of export of Polyester Filament Yarn.

The Board of Directors of the Company ("the Board") at their meeting held on 30.05.2019 accorded their approval to demolish the building and sell the scrap of building and land either as one parcel of land or after subdividing it in parts to make it in saleable parcel of land. The net proceeds from the sale of the 'land and building' will be utilized to repay the existing unsecured loans and enhancement of capital of the Company for general business purposes.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors, except to whom unsecured loan has to be paid to the extent their unsecured loan is outstanding, and Key Managerial Person or their relatives is interested in sale of land and building situated at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan in the above resolution.

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

DIRECTORS' REPORT

TO
The Members of
RISHAB SPECIAL YARNS LIMITED
JAIPUR

Your Directors have pleasure in presenting their 30th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

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

FINANCIAL RESULTS	2019	Amount in rupees 2018
Net Sales/ Income From Operations	6154351	-
Other Income	1773093	192911
Profit/(Loss) before depreciation, finance cost, exceptional items & taxes.	1186189	(571661)
Less: Finance Cost	21482	2006
Profit/(Loss) before depreciation, exceptional items & taxes.	1164707	(573667)
Less : Depreciation	118500	-
Profit/(Loss) before exceptional items & taxes	1046207	(573667)
Exceptional items : Profit on sale of land & building	-	-
Profit/(Loss) before tax	1046207	(573667)
Provision for Taxation	(9794595)	-
Profit/ (Loss) after tax	10840802	(573667)
Balance Brought forward from the last year	(108194241)	(107620574)
Balance Carried to Balance Sheet	(97353439)	(108194241)

2. Dividend

In view of carried forward losses, your directors are unable to declare dividend.

3. Reserves

In view of the current year loss the Board does not propose to appropriate any amount to carry to any kind of reserves.

4. Brief description of the Company's working during the year/State of Company's affair:

PERFORMANCE : Due to financial constraints, manufacturing activities stand discontinued. During the year under review company has started export of polyester filament yarn to Turkey and has exported 2 container full load. The company has earned a profit of Rs. 108.41 lakhs, is due providing the deferred tax income of Rs. 97.95 lakh on unabsorbed depreciation and business loss and to write off of credit balance lying pending from very long time to the extent of Rs. 10.54 lakhs, in comparison to loss of Rs. 5.74 lakhs in previous year. The deferred tax income and assets, due to unabsorbed depreciation and business loss pending, being provided on certainty of recoverable of unabsorbed depreciation and business loss because Board has decided to dispose off the land and building situated at E-38,39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan and also starting of export of polyester filament yarn in the year. The Basic and diluted EPS during the year is Rs. 3.04 as compare to Rs. (0.16) in previous year. There are no separate divisions in the company so division wise working details are not applicable.

FUTURE PROSPECTS : The company is continuously examining the possibility of starting some business to utilize the existing assets gainfully. Any future course of action shall be finalized and implemented based on final view of board and availability of funds. As soon as the management is able to finalize any business plans, it shall keep the valued shareholders informed through available mode of communications.

5. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

The company has demolished its building situated on the land at E-38,39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan and taken advance of Rs. 30 lakhs towards recoverable iron scrap and raised inter corporate deposit of Rs. 20 lakhs. Out of which Rs. 29 lakhs re-paid to Smt. Padam Devi Hirawat and Rs. 17 lakh to Shri Amitabh Hirawat whose unsecured loan outstanding in the books of the company.

Shri Vijay Singh Yadav has joined as Chief Financial Officer of the Company from 20.04.2019. Mr. Prakash Gupta has resigned from Company Secretary from 01.05.2019.

There is no other Material changes and commitments which can affect the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relates and the date of the report.

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

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

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

The company has adequate internal financial controls with reference to financial statement. The company has appointed internal auditor during the year to audit and highlight the adequacy of internal control and it has given its report satisfactorily.

8. Details of Subsidiary/Joint Ventures/Associate Companies:

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

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

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

10. Deposits

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

The company has taken interest-free unsecured loans, repayable on demand, from four parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 2,09,04,418/- and the year-end balance of loans taken from such parties was Rs. 1,82,21,506/-. Apart from above the company has not accepted any deposits.

(a) accepted during the year Rs.31,28,797/- paid during the year Rs. 29,83,626/-

(b) remained unpaid or unclaimed as at the end of the year; Rs. 1,82,21,506/-.

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

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

(ii) maximum during the year; : NIL

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

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

11. Statutory Auditors

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

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

i) **Auditors' Report:** There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report so the explanations or comments by the Board does not required.

ii) **Secretarial Audit Report:** There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report so the explanations or comments by the Board does not required.

13. Share Capital

A) **Issue of equity shares with differential rights:** No equity shares issued during the year and all equity shares issued in earlier years have equal rights. No equity shares issued with differential rights till date.

- B) Issue of sweat equity shares:** The Company has not issued any sweat equity shares from inception to till date.
- C) Issue of employee stock options:** The company has not issued any employee stock options to any of its employee from its inception to till date.
- D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees :** No provision has been made for purchase of company's own shares by employees or by trustees for the benefit of employees from its inception to till date.
- 14. Extract of the annual return :** Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with rule 1(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report. (Annexure - VII)
- 15. Conservation of energy, technology absorption and foreign exchange earnings and outgo :** Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are set out in a separate statement attached hereto as Annexure - IV and forming part of the report.
- 16. Corporate Social Responsibility (CSR) :** Neither the Company fall under the criteria for which the Corporate Social Responsibility is applicable nor it has any operations. So the same is not applicable to the company.
- 17. Directors:**
- A) Changes in Directors and Key Managerial Personnel:** Shri Shashank Hirawat, retires by rotation and being eligible offer himself for re-appointment. The Following is the change in key managerial person during the year:
Miss Nidhi Jain has resigned from the post of company Secretary from 30.04.2018.
Mr. Prakash Gupta, Company Secretary has worked as company Secretary of the company during 01.10.2018 to 01.05.2019.
- B) Declaration of Independence by Independent Director(s) and re-appointment, if any:** Pursuant to section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section. Both the independent Director have completed their first term of 5 years and are being eligible for re-appointment. So, re-appointed for next 5 years.
- C) Formal Annual Evaluation:** The Board of Directors of the company has initiated and put in place evaluation of its own performance, its committees and individual Directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the company.
- 18. Number of meetings of the Board of Directors:** The Board have met 9 times and independent directors once during the year ended 31st March, 2019.
- 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 2018-19 and meeting attended by each members of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the Report.
The recommendation by the Audit Committee as and when made to Board has been accepted by it.
- 20. Details of establishment of vigil mechanism for directors and employees :** Your company has put in place the vigil mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report.
- 21. Policy on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matters provided under sub-section (3) of section 178:** The details is given in Corporate Governance Report forming part of this report.
- 22. Particulars of loans, guarantees or investments under section 186:** There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.
- 23. Particulars of contracts or arrangements with related parties:** There is no transaction with related party which requires disclosure under section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.
- 24. Managerial Remuneration:** The Ministry of Corporate Affairs ("MCA") has amended the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Managerial Remuneration Rules, 2014") by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 ("Amended Managerial Remuneration Rules, 2016"). Under these Rules a listed company is required to disclose (a) ratio of remuneration of director to the employees; (b) percentage increase in the remuneration of directors, key managerial personnel and employees; (c) average percentile increase already made in the salaries of employees and its comparison with the percentile increase in managerial remuneration and justification thereof etc., under its Board Report. As your Company neither provide any remuneration to any Director nor has any employee on its Roll except Company Secretary, to whom

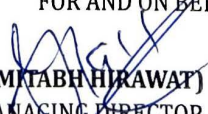
salary of Rs. 10000/- payable on monthly basis, so the above analysis is not possible because remuneration is neither paid to Directors nor to any employee except Company Secretary. The salary paid to company Secretary is same and there is no change in remuneration from last year to this year.

25. **Secretarial Audit Report** A Secretarial Audit Report for the year ended on 31st March 2019 in prescribed form duly audited by the Practising Company Secretary M/s Sunita Garg & Associates is annexed herewith as Annexure - VIII and forming part of the report.
26. **Corporate Governance:** Your Company re-affirm its commitment to Corporate Governance and is fully compliant with the conditions of Corporate Governance provisions as specified in chapter IV of the Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. A separate section on compliance with the conditions of Corporate Governance is annexed as Annexure-I, and a Certificate from the firm of Practising 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 had been followed along with proper explanation relating to material departures;
 - (b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
 - (c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
 - (d) that the directors had prepared the annual accounts on a going concern basis; and
 - (e) that the directors, in the case of a listed company, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
 - (f) that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
30. **Depository System :** The company's shares can now be traded in electronic form. The company has entered into an agreement with CDSL to act as depository and for dematerialization of shares. CDSL has issued ISIN INE351D01013 and activated the same as on 25th August, 2014. Some of the shareholders have already dematerialized the shares to electronic form but most of shares till date are in physical form. The shareholders are requested to convert their physical holding to demat form.
31. **Business Responsibility Report :** Business Responsibility Report is attached as Annexure-VI.
32. **Employees :** None of the employees of the company is in receipt of Remuneration of Rs. 60,00,000/- or more per annum or Rs. 5,00,000/- or more per month, if employed for part of the year. The Company does not have any employee except 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.com.
35. **Acknowledgements:** The Board gratefully acknowledges the co-operation and support given by the Shareholder, Creditors, Bank and financial institutions and others.

Registered Office :

2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur - 302003
Dated: 02/09/2019

FOR AND ON BEHALF OF THE BOARD


(AMITABH HIRAWAT)
MANAGING DIRECTOR
(DIN 00349697)


(ARTI HIRAWAT)
DIRECTOR
(DIN: 00349855)

RISHAB SPECIAL YARNS LIMITED

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

ANNEXURE - 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, 2019.

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 has been obtained and is part of this report as Annexure - (V).

- Board of Directors** : The Board of Directors consists of 5 directors (One Managing Director, one Woman Director, one non-executive non-independent Director and two Non Executive independent Directors. During the year Board Meetings were held on 07th April, 2018, 30th May 2018, 14teenth August 2018, 06TH September 2018, 3rd October, 2018, 27th October 2018, 14teenth November 2018, 14teenth February 2019, and 30th March 2019. 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 is a director/member is tabulated below:

Name of Directors	Category	Attendance Particulars		No of other Directorship and Committee Member/Chairmanship		
		Board Meeting	Last AGM/EOGM	Other Directorship	Committee Membership	Committee Chairmanship
Sh. Amitabh Hirawat	Managing Director & Promoter	9	Yes	3	1	-
Sh. Pradeep Loiwal	Non Executive Independent Director	8	Yes	-	3	1
Sh. Kamal Kishore Kalani	Non Executive Independent Director	6	Yes	-	3	1
Smt. Arti Hirawat	Non Executive Woman Director & Promoter	9	Yes	1	2	-
Sh. Shashank Hirawat	Non Executive Director & Promoter	9	Yes	2	-	-

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 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.

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. Pradeep Kumar Loiwal	Non Executive Member of the Committee Independent	B.E.	5
Sh. Kamal Kishore Kalani	Non executive Chairman of the committee Independent	B.Com., F.C.A.	5
Smt. Arti Hirawat	Non Executive Member of the Committee	B.A.	5

During the year under review, the audit committee met 5 times on 30.05.2018, 14.08.2018, 06-09-2018, 14.11.2018 and 14.02.2019. Its meetings were also attended by the Managing Director and the Statutory Auditors. The Chairman of the audit committee along with other members attended the last Annual General Meeting of the company held on 30th September, 2018.

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 Shri Kamal Kishore Kalani, Shri Pradeep Kumar Loiwal and Smt. Arti Hirawat. The Company does not pay any remuneration to either Executive Director, Non-Executive Directors or Independent Directors of the Company. The Company has not issued stock options to any of its Director. The Company has not paid any remuneration to the Managing Director of the company.

During the year 2 meetings of Nomination and Remuneration Committee were held on 03.05.2018 and 03.10.2018.

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 Shri Pradeep Loiwal as Chairman and other members viz. Smt. Arti Hirawat and Shri Amitabh Hirawat (Managing Director of the Company). 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 one complaint was pending as on 31.03.2019.

During the year 46 meetings of share transfer committee/investor's grievance committee were held on 04.04.2018,09.04.2018,22.05.2018,20.06.2018,21.06.2018,06.08.2018,24.08.2018,06.09.2018,10.09.2018,11.09.2018,15.09.2018,17.09.2018,19.09.2018,27.09.2018,29.09.2018,14.11.2018,19.11.2018,12.12.2018,13.12.2018,20.12.2018,26.12.2018,27.12.2018,14.01.2019,24.01.2019,29.01.2019,05.02.2019,06.02.2019,08.02.2019,11.02.2019,13.02.2019,14.02.2019,19.02.2019,20.02.2019,21.02.2019,25.02.2019,27.02.2019,28.02.2019,02.03.2019,04.03.2019,07.03.2019,11.03.2019,12.03.2019,14.03.2019,19.03.2019,25.03.2019 and 27.03.2019.

During this year 10800 shares of 43 shareholders were dematted, 5800 shares of 35 share holders were transferred, 300 shares of 3 members transmitted, 21 new shareholders admitted and 122 shareholders ceased to be members during the year. The shareholder As at 31.03.2019 hold 2345230 share in physical mode and 1215470 shares in demat form.

Compliance Officer : Amitabh Hirawat - Managing Director

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

AGM/EOGM	Date	Time	Venue	No. of Special Resolution passed
28th AGM	28.09.2016	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	3 Nos.
29h AGM	29.09.2017	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	-
30th AGM	30.09.2018	12 Noon	2070, Rasta Bara Gangore, Jaipur-302003	-

We propose 4 resolution as special business out of which 1 resolution as ordinary and three as special resolution. The Resolution related to sell, lease or dispose of in Special Business is proposed to be passed by Postal Ballot during 2018-19.

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

There were no instances of material non-compliance and no major strictures or penalties imposed on the company either by SEBI, Stock Exchange or any statutory authorities on any matter related to capital markets during the last three years. Listing Fees of Bombay Stock Exchange is cleared upto 31st March 2019.

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

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

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

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

General Shareholders' Information:

31st Annual General Meeting

Date & Time : 30th September, 2019 at 12 : 00 Noon
 Venue : 2070, Rasta Bara Gangore, Johari Bazar, Jaipur-302 003

Financial Calendar for the year 2019 - 2020

Financial Year : 1st April 2019 to 31st March, 2020
 First Quarter Results : 14th of August, 2019
 Second Quarter Results : Second Week of November, 2018
 Third Quarter Results : Second Week of February, 2019
 Yearly results (Audited) : Last Week of May, 2019
 Date of Book Closure : 21st September to 30th September, 2019 (Both days inclusive)

Due to cumulative loss and negative net worth of the company, 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 2019-20, 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 Company's 100 shares were traded at Bombay Stock Exchange as on 03.08.2016 at an weighted average rate of Rs. 10.50 per share. There was no other trading of Company's shares during the year. No trading was done in other Stock Exchanges during the year. Performance in comparison to other index is not possible because no trading has been done during the year.

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.

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, 2019 are as under :

Name of Shareholders	No. of Shares	% of Total no. of Shares
Amitabh Hirawat	324800	9.12
Nathmall Hirawat	305360	8.58
Chnadra Mohan Khandelwal	47810	1.34
Amitbah Hirawat (Karta)	48000	1.35
Arti Hirawat	54000	1.52
Aditi Hirawat	40000	1.12
Ashwin Hirawat	41100	1.15
Shakti Vijay Steel Transforms Pvt. Ltd.	239300	6.72
Trepechy Textile Ltd.	320200	8.99
Trepechy Trading Pvt. Ltd.	90000	2.53

Distribution of Shareholding as at 31st March, 2019

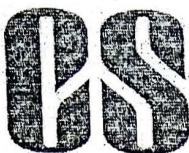
Shareholding From To	No. of Shares	%age of Shares	No. of Share Holders	%age of Share Holders
1 500	1642820	46.137	13508	98.154
501 5000	293610	8.247	234	1.700
5001 10000	53600	1.505	7	0.051
10001 & Above	1570670	44.111	13	0.095
Total	3560700	100.00	13762	100.00

Physical / Electronic share holding pattern : 2345230 shares are held in physical form by 13674 number of shareholders and 1215470 shares held in demat form by 88 shareholders. Cosequently 34.136% equity shares have been dematerialized as on 31st March, 2018 and balance 65.864% shares are in physical form. The ISIN(s) for the Company allotted by CDSL is INE351D01013. The Company's investors can now avail the depository services with any of the Depository Participants registered with CDSL which are spread over the length and breadth of our country. 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.

Plant Location : E-38 & 39, Ambaji Industrial Area, Santpur, Abu Road, Sirohi, Rajasthan.

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



SUNITA GARG & ASSOCIATES
Practicing Company Secretaries

Annexure -II

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE SHAREHOLDERS
RISHAB SPECIAL YARNS LIMITED
CIN : L17114RJ1987PLC004067

We have examined the compliance of conditions of Corporate Governance by Rishab Special Yarns Limited for the year ended on 31st March, 2019 as stipulated in Sub- Clause E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate Governance as stipulated in the above mentioned listing agreements, which were required to be complied with up to 31st March, 2019.

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

PLACE: Jaipur
DATED: 27/08/2019

FOR SUNITA GARG & ASSOCIATES
Company Secretaries

(SUNITA GARG)
Prop.
CP No. 4671

RISHAB SPECIAL YARNS LIMITED

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

E-mail : rsyltd@gmail.com, Phone : 0141-2575213, Visit us at www.rishabspecial.com, CIN : L17114RJ1987PLC004067

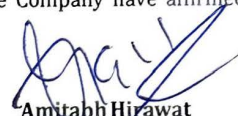
DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

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: 02/09/2019


Amitabh Hirawat
Managing Director
DIN 00349697

RISHAB SPECIAL YARNS LIMITED

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

E-mail : rsyltd@gmail.com, Phone : 0141-2575213, Visit us at www.rishabspecial.com, CIN : L17114RJ1987PLC004067

Annexure -III :

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

Following the inception of GST, the company is looking at various opportunities and shall be able to take a decision in near future.

Opportunity and Threat:-

Opportunity: The Company enjoys lower anti dumping duty in Turkey, a major export market and hence is trying to start exports of Polyester Filament Yarn. Also the company sees a possible opportunity of entering new businesses and is examining various business opportunities like, Granite cutting and polishing, manufacturing of other plastics or synthetic products.

In the meanwhile we are considering the option of commencing activity of processing precious and semi-precious stones. The promoters enjoy generations of experience in the field.

Threat: Limited availability of funds makes it difficult for the Company to restart operation.

Segment-wise or product wise performance: During the year under review company has exported Polyester Filament Yarn to Turkey. Neither there is domestic sale nor export to any other country and 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 it's ability to raise finances for its future planning. We are hopeful of starting a profitable activity and gainfully utilize available assets of the company during the period ahead.

Risk and concerns: As the domestic and global conditions are extremely competitive and due to a long gap any commercial activity by the company, it may be difficult to sustain the present efforts.

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

Discussion on financial performance with respect to operational performance: Due to the limited commercial activities, the company finds it difficult to even meet its essential and legal expenses.

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

RISHAB SPECIAL YARNS LIMITED

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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 utilising alternate sources of energy: N.A.;
(iii) the capital investment on energy conservation equipments: N.A.;

(B) Technology absorption:

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

(C) Foreign exchange earnings and Outgo:

Particular	2019	2018
Earning	6,154,351	Nil
Outgo	15,073	Nil

RISHAB SPECIAL YARNS LIMITED

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Annexure - V

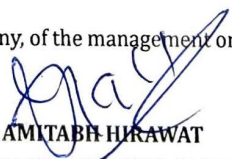
CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

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

- (a) I have reviewed the financial statements viz. the Balance Sheet as at 31st March 2019, the Statement of Profit & Loss, the Statement of Cash Flow and the Statement of Changes in Equity for the year ended 31-03-2019 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

DATE : 02/09/2019


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

DIN 00349697

Note: Company has no C.F.O. during the year 01.04.2018 to 31.03.2019. Mr. Vijay Singh Yadav has joined as C.F.O. from 20.04.2019

RISHAB SPECIAL YARNS LIMITED

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Visit us at www.rishabspecial.com

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.rishabsecl.com, **Email id:** rsyltd@gmail.com,

Financial Year Reported: 2018-19

Sector: The company is in the Textile Sector NIC Code 2030. At present there is no product being produced by the company. Although we have exported two container load in the current year.

Section B : Financial Detail of the Company 61.54 lakh Nil, **Total Profit/ (Loss) after taxes:** INR 10840802

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

Section C: Other Details:

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

Section D: BR Information:

Director responsible for BR: Mr. Amitabh hirawat, **Managing Director** is the head of BR his **DIN is:** 00349697, **Telephone no.:** 0141-2575213, **email id:** rsyltd@gmail.com.

RISHAB SPECIAL YARNS LIMITED

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Email : rsyltd@gmail.com • Phone : 0141-2575213 • CIN : L17114RJ1987PLC004067
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Annexure- VII

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2019

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, E-mail: rsyltd@gmail.com, Website:www.rishabspecial.com
6	Whether Listed	Yes
7	Name, Address & Contact details of the Registrar & Transfer Agent, if any	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: ashwini.nemlekar@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. Now company has started exporting Polyester Filament Yarn by procuring raw material and getting job work done from outside. So, there is no business activity except export of two container to turkey of polyester/synthetic filament yarn, during the year. 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	100
2	Synthetic Filament Yarn Twisted	2030	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

i) Category-wise Share Holding

	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	865970	57000	922970	25.92	865970	57000	922970	25.92	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	331800	320200	652000	18.31	331800	320200	652000	18.31	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Promoter (A)	1197770	377200	1574970	44.23	1197770	377200	1574970	44.23	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	17600	17600	0.49	-	17600	17600	0.49	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	6700	1955830	1966530	55.23	17500	1949030	1966530	55.23	-
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)									
Non Resident Indians	-	1400	1400	0.04	-	1400	1400	0.04	-
HUF	200	-	200	0.01	200	-	200	0.01	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	6900	1978830	1985730	55.77	17700	1968030	1985730	55.77	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6900	1978830	1985730	55.77	17700	1968030	1985730	55.77	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1204670	2356030	3560700	100.00	1215470	2345230	3560700	100.00	-

ii) Shareholding of Promoter-

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

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

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

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

S. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Date wise increase/decrease		Cumulative Shareholding During the Year		Shareholding at The end of the year 31.03.2019	
		No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company
1	K. CHANDRASHEKAR	15200	0.4269	NIL	NIL	15200	0.4269	15200	0.4269
2	ESDIJI INVESTMENTS PRIVATE LIMITED	10000	0.2808	-	-	10000	0.2808	10000	0.2808
3	SANJAY SHETH	8100	0.2275	-	-	8100	0.2275	8100	0.2275
4	ANANT KANDOI	8000	0.2247	-	-	8000	0.2247	8000	0.2247
5	PREETI SHETH	6400	0.1797	-	-	6400	0.1797	6400	0.1797
6	SWAROOP CHAND JAIN	5900	0.1657	-	-	5900	0.1657	5900	0.1657
7	CHANDU LAL T JAIN	5200	0.1460	-	-	5200	0.1460	5200	0.1460
8	PUSHPA DEVI PARAKH	5000	0.1404	-	-	5000	0.1404	5000	0.1404
9	NILESH A SHAH	4800	0.1348	-	-	4800	0.1348	4800	0.1348
10	BHARTI S GANDHI	4700	0.1320	-	-	4700	0.1320	4700	0.1320

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Date wise increase/decrease		Cumulative Shareholding During the Year		Shareholding at The end of the year 31.03.2019	
		No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company	No. of shares	%age of Total Shares Of the Company
1	Mr. AMITABH HIRAWAT	324800	9.12	-	-	324800	9.12	324800	9.12
2	Mrs. ARTI HIRAWAT	54000	1.52	-	-	54000	1.52	54000	1.52
3	Mr. SHASHANK HIRAWAT	31900	0.89	-	-	31900	0.89	31900	0.89
4	Mr. PRADEEP LOIWAL	-	-	-	-	-	-	-	-
5	Mr. KAMAL KISHOREKALANI	-	-	-	-	-	-	-	-

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	18006405	-	18006405
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	18006405	-	18006405
Change in indebtedness during the financial year				
* Addition	-	3198727	-	3198727
* Reduction	-	2983626	-	2983626
Net Change	-	215101	-	215101
Indebtedness at the end of the financial year				
i) Principal Amount	-	18221506	-	18221506
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	18221506	-	18221506

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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

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

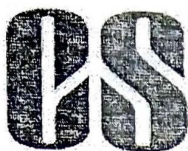
SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	70000	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	70000	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	70000	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.



SUNITA GARG & ASSOCIATES
Practicing Company Secretaries

Annexure - VIII

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

To,
The Members,
RISHAB SPECIAL YARNS LIMITED
CIN : L17114RJ1987PLC004067
2070, Rasta Bara Gangore
Jaipur - 302 003 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rishab Special Yarns Limited CIN : L17114RJ1987PLC004067** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon.

Based on our verification of **Rishab Special Yarns Limited, (Company's)** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year 01.04.2018 to 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Rishab Special Yarns Limited for the financial year ended on 31.03.2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

Office Address: S-23-24, Kirti Nagar, Opp. Kamal & Co., Tonk Road, Jaipur- 302018
Contact No. +91 9351511351 E-Mail ID: sunita.fcs@gmail.com, sunita_fcs@rediffmail.com





SUNITA GARG & ASSOCIATES
Practicing Company Secretaries

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder as may be applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

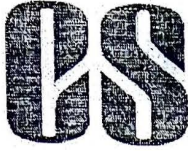
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

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

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

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SUNITA GARG & ASSOCIATES
Practicing Company Secretaries

*Physical / Electronic share holding pattern: 34.136% equity shares have been dematerialized as on 31st March, 2019 and balance 65.864% shares are in physical form.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

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

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

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

Place: Jaipur

Date: 27/08/2019

For Sunita Garg & Associates
Company Secretaries



SUNITA GARG
Prop.
FCS:4716, CP No. 4671

Office Address: S-23-24, Kirti Nagar, Opp. Kamal & Co., Tonk Road, Jaipur- 302018
Contact No. +91 9351511351 E-Mail ID: sunita.fcs@gmail.com, sunita_fcs@rediffmail.com

Jain Shrimal & Co.

Chartered Accountants

62, Gangwal Park, M. D. Road, Jaipur-302004

T-0141-2613966, E- legal@jainshrimal.com, W-www.jainshrimal.com

INDEPENDENT AUDITOR'S REPORT

The Members

Rishab Special Yarns Limited
Jaipur

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of Rishab Special Yarns Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss, Statement of Changes in equity Cash Flow Statement, and notes to the Financial Statements including a summary of significant accounting policies and other explanatory information for the year then ended.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company, as at 31st March, 2019 and its Profit, Changes in equity and its Cash Flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial Statements of the current period. These matters were addressed in the context of our audit of the financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Financial Statements

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

In preparing the financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial Statements.

Report on Other Legal and Regulatory Requirements

(1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the "Annexure A" Statements on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

(2) As required by section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the Balance Sheet, Statement of Profit and Loss, Changes in statement of equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account ;
- d) in our opinion, the Balance Sheet, Statements of Profit and Loss, and Cash Flow Statements comply with the Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014;.
- e) on the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act ;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure "B".
- g) with respect in the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and according to the information and explanations given to us.
 - (i) The Company has disclosed the possible impact of pending litigations on its financial position in its Financial Statements - Refer Note 2 of "Notes on Accounts" to the Financial Statements.
 - (ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There was no amount which was required to be transferred to the Investor Education and Protection Fund.

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



S.K. Jain

(S.K.Jain)
Partner

M. No. 010145

Place: Jaipur
Dated: 30.05.2019

Re: Rishab Special Yarns Ltd.

Annexure "A" attached to the Independent Auditors' Report dated 30.05.2019

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section of Auditor's Report.

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The company has physically verified these fixed assets as per its programme of physical verification that covers every item of fixed assets over a period of three years. No material discrepancies were noticed on such verification;
(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) The physical verification of inventory has been conducted at reasonable intervals by the management. No material discrepancies were noticed on such physical verification.
- (iii) The company has not granted loans, secured or unsecured, to companies, firms and limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore sub - clauses (iii) (a), (iii) (b) & (iii) (c) of the Order are not applicable;
- (iv) According to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of Act, with respect to the loans, investments, guarantees, and security made.
- (v) As per information and explanations provided to us, the company has not accepted any public deposits during the year. Further, we have not come across any such deposit(s) nor the management has reported any such deposit(s), therefore the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable.
- (vi) According to the information and explanations given to us, clause regarding maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable to the company.
- (vii) (a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, , duty of customs, cess and any other statutory dues to the appropriate authorities. There are no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
(b) There are no dues of income tax or sales tax or service tax or duty of customs or value added tax which has not been deposited on account of any dispute. However, in the case of excise duty and Textile committee cess the particulars of deposit under dispute are reported herein below:

Name of Statute	Nature of Dues	Period to which the amount relates	Demand created (Rs in Lakhs)	Amount Deposited (Rs in Lakhs)	Forum
Textile Committee	Textile Committee Cess	1989-1997	8.27	8.27	Remanded to Textile Tribunal by Rajasthan High Court

- (viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government. The Company has not issued any debentures.



- (ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. No Term loan has been obtained by the Company during the year.
- (x) According to the information and explanations given to us, no fraud by the company or fraud on the company by its officers or employees has been noticed or reported during the year;
- (xi) No managerial remuneration has been paid or provided by the company except remuneration to Company Secretary during the year which is within the norms prescribed in Schedule V to the Companies Act..
- (xii) The company is not a Nidhi Company, hence clause (xii) of para 3 of the Order is not applicable to the Unit;
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, clause (xv) of para 3 of the Order is not applicable;
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act,1934

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


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



Place:Jaipur
Date: 30.05.2019

Re: Rishab Special Yarns Ltd.

Annexure "B" attached to the Independent Auditor's Report dated 30.05.2019

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of company as of 31st March, 2019 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

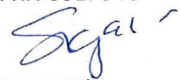
Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jain Shrimal & Co.
Chartered Accountants
FRN 001704C


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



Place: Jaipur
Date: 30.05.2019

RISHAB SPECIAL YARNS LIMITED
Balance Sheet as at 31st March 2019

(Amount in Rs)

Particulars	Note No.	AS 31.03.2019	At As 31.03.2018
ASSETS			
(1) Non-current assets			2,598,783
(a) Property, Plant and Equipment	3	2,480,283	
(b) Financial Assets	4	25,500	25,500
(i) Investments		-	-
(ii) Trade receivables		-	-
(c) Other Non-Current Assets	5	9,794,595	-
(d) Deferred tax assets (net)			-
(2) Current assets			-
(a) Inventories	6	2,326,575	
(b) Financial Assets		-	-
(i) Trade receivables	7	11,678	84,313
(ii) Cash and cash equivalents	8	-	-
(iii) Loans	9	2,311,808	1,135,060
(c) Other current assets			
Total Assets		16,950,439	3,843,656
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	10	35,716,000	35,716,000
(b) Other Equity	11	(40,950,804)	(51,791,606)
(2) Liabilities			
(a) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	18,221,506	17,080,000
(ii) Trade payables	13	-	1,052,202
(b) Provisions	14	427,681	427,681
(b) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	-	926,405
(ii) Trade payables	16	2,512,325	115,495
(b) Other current liabilities	17	1,023,731	317,479
(c) Provisions		-	-
Total Equity and Liabilities		16,950,439	3,843,656
Significant Accounting Policies & Notes on Accounts	1 to 24		

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

For and on behalf of Board of Directors

(S. K. JAIN)
Partner
M.No.010145
Place :Jaipur
Dated: 30.05.2019



(Amitabh Hirawat)
Managing Director
DIN 00349697

(Arti Hirawat)
Director
DIN 00349855

RISHAB SPECIAL YARNS LIMITED
Statement of Profit and Loss for the Year ended on 31.03.2019

Particulars	Note No.	For the Year ended 31.03.2019	For the Year Ended on 31.03.2018
Income:			
Revenue From Operations		6,154,351	-
Other Income	18	1,773,093	192,911
Total Income		7,927,444	192,911
Expenses			
Cost of Raw Materials Consumed	19	5,343,844	-
Employee Benefits Eexpense	20	70,000	120,000
Finance costs	21	21,482	2,006
Depreciation / Amortisation Expenses	3	118,500	-
Other expenses	22	1,327,411	644,571
Total Expenses		6,881,237	766,578
Profit/(loss) before tax		1,046,207	(573,667)
Tax expense:			
(1) Current tax		-	-
(2) Deffered tax		(9,794,595)	
Profit/(loss) after tax for the year		10,840,802	(573,667)
Other Comprehensive Income		-	-
Earnings per equity share			
(1) Basic		3.04	(0.16)
(2) Diluted			

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

For and on behalf of Board of Directors

(S. K. JAIN)
Partner
M.No.010145
Place :Jaipur
Dated: 30.05.2019



(Amitabh Hirawat)
Managing Director
DIN 00349697

(Arti Hirawat)
Director
DIN 00349855

RISHAB SPECIAL YARNS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

(Amount in Rs.)

PARTICULARS	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax & Extraordinary Items	1,046,207	(573,668)
Adjustment for:-		
Interest Received	(1,351)	(138,038)
Rent Received	(497,690)	(48,000)
Depreciation	118,500	-
Operating Profit Before Working Capital Changes	665,666	(759,706)
Decrease (Increase) in Sundry Debtors	-	-
Decrease (Increase) in Other Current Assets	(3,503,323)	785,819
Increase (Decrease) In Other Current liabilities	706,252	2,038
Increase (Decrease) In Short Term Borrowings	(926,405)	229,019
Increase (Decrease) In Trade Payables	1,344,628	(5,469)
	(2,378,848)	1,011,407
Cash Generated from Operating Activities	(1,713,182)	251,701
B. CASH FLOW FROM INVESTING ACTIVITIES		
Increase in Short Term Loans & Advances	-	1,611,186
Interest Received	1,351	138,038
Rent Received	497,690	48,000
Net Cash Flow from the Investing Activities	499,041	1,797,224
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Share Capital	-	-
Increase/(Decrease) in Unsecured Loans	1,141,506	(2,000,000)
	1,141,506	(2,000,000)
Net Changes in Cash and Cash Equivalents (A+B+C)	(72,635)	48,925
Cash and Cash Equivalents as at 1st April 2018	84,313	35,388
Cash and Cash Equivalents as at 31st March 2019	11,678	84,313

In terms of our report of even date

For and on behalf of Board of Directors

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

(S. K. JAIN)

Partner

M.No.010145

Place :Jaipur,

Dated: 30.05.2019



(Amitabh Hirawat)
Managing Director
DIN 00349697

(Arti Hirawat)

Director

DIN 00349855

RISHAB SPECIAL YARNS LIMITED
STATEMENT OF CHANGES IN EQUITY

Equity Share Capital
Paid Up Capital

Amount in Rs.

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	3560700	35716000*	3560700	35716000*
Changes in equity share capital during the year (Forfeiture of shares)	-	-	-	-
Balance at the end of the reporting period	3560700	35716000	3560700	35716000

Note : Amount of Capital includes Rs. 109000/- towards 21800 shares paid up @ of Rs. 5/- per shares forfeited

B. Other Equity (Year 2018-19)

Amount in Rs.

Particulars	Reserves and Surplus				Other items of Other Comprehensive Income (specify nature)	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period	42451051	-	13951584	-108194241	-	-51791606
Changes in accounting policy or prior period errors						
Restated balance at the beginning of the reporting period						
Profit for the year	-	-	-	10840802	-	10840802
Total Comprehensive Income for the year						
Dividends						
Transfer to retained earnings						
Any other change (to be specified)						
Balance at the end of the reporting period	42451051	-	13951584	-97353439	-	-40950804

Other Equity (Year 2017-18)

Amount in Rs.

Particulars	Reserves and Surplus				Other items of Other Comprehensive Income (specify nature)	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period	42451051	-	13951584	-107620574	-	-51217939
Changes in accounting policy or prior period errors						
Restated balance at the beginning of the reporting period						
Profit for the year	-	-	-	-573667	-	-573667
Total Comprehensive Income for the year						
Dividends						
Transfer to retained earnings						
Any other change (to be specified)						
Balance at the end of the reporting period	42451051	-	13951584	-108194241	-	-51791606



RISHAB SPECIAL YARNS LIMITED
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES:

i. Basis of Accounting:

The financial statements are prepared under the historical cost convention on accrual basis and are generally in accordance with the requirements of the Companies Act, 2013. The accounting policies not specifically mentioned are consistent with generally accepted accounting principles.

ii. Revenue Recognition:

The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. Sales are recognised on transfer of significant risks and rewards of ownership of the goods to the buyer. Sales are net of GST, trade discounts, rebates and returns.

iii) Inventories:

Items of Inventory are valued on the basis given below:

Raw Materials At Cost

iii. Tangible Assets

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

iv. Impairment of Assets

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

v. Depreciation

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

vi Taxes on Income

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

2. NOTES ON ACCOUNTS:

1. CORPORATE INFORMATION:

M/s Rishab Special Yarns Limited was incorporated under Companies Act, 1956 (No. 1 of 1956) on 17.08.1987 as a public Limited company with its registered office at 2070, Rasta Bara Gangore, Jaipur - 302017, to carry on the business of manufacturing, processing, texturising, twisting, doubling, processing, packing, colouring, dyeing, printing, bleaching, , finishing, crimping, lenitting of polyester filament yarn, and all other types of yarns and fibers. Due to incurrence of continuous losses year after year as per decision taken in its Board Meeting held on 29.10.2005 the company discontinued its business operations. However during Current Year the Company has resumed business of Polyester yarn.



2. Contingent Liabilities – Not Provided For

S. No.	Particulars	Amount (Rs. in Lacs) 31.03.2019	Amount (Rs. in Lacs) 31.03.2018
	In respect of Cess demanded by Textile Committee under the Textile Committee (Cess) Rules, 1975, for the period from 1989 to 1997, against which company has filed writ petition at Raj. High Court for holding the levy of Cess and for setting aside the demand (Rs. 400000/- deposited under protest & Rs. 426749/- retained as security against the demand by The Office of NHAI land acquisition, Abu Road which is included in Deposits under the head Current Assets.) The case has been remanded to Textile Tribunal by Rajasthan High Court.	8.27	8.27

- 3 Figures of the previous year have been regrouped and rearranged to correspond to current year's classification.
- 4 Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year end foreign currency exchange rates.

5. Due to Micro, Small & Medium Enterprises

To the extent of information available with management, there are no SSI units to whom Company owes money for more than 45 days.

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

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



Note 3: Property Plant & Equipments

Particulars	GROSS BLOCK				DEPRECIATION				IMPAIRMENT LOSS			NET BLOCK		
	As at	Additions	Deductions	As at	As at	During the	Deduction	As at	As at	Additions	Deduction	As at	As at	As at
	01.04.2018			31.03.2019	01.04.2018	year		31.03.2019	01.04.2018	During the year	during the year	31.03.2019	31.03.2019	31.03.2018
Lease Hold Land	240,056			240,056	-	-	-	-	-	-	-	-	240,056	240,056
Building	14,922,815	-	-	14,922,815	6,500,637	114,450	-	6,615,087	6,072,062	-	-	6,072,062	2,235,666	2,350,116
Furniture & Fixtures	18,000			18,000	7,389	4,050	-	11,439	2,000	-	-	2,000	4,561	8,611
TOTAL	15,180,871	-	-	15,180,871	6,508,026	118,500	-	6,626,526	6,074,062	-	-	6,074,062	2,480,283	2,598,783
As At 31.03.2018	15,180,871	-	-	15,180,871	6,508,026	-	-	6,508,026	6,074,062	-	-	6,074,062	2,598,783	2,598,783



RISHAB SPECIAL YARNS LIMITED JAIPUR
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH,2019

Note 4: Investments

Particulars	As at 31st March 2019	As at 31st March 2018
(Unsecured but Considered good)		
National Savings Certificate pledged /Deposited With Govt. Deptts.	25,500	25,500
Total	25,500	25,500

Note 5 : Deferred Tax Assets (Net)

Particulars	As at 31st March 2019	As at 31st March 2018
Deferred Tax Assets		
Unabsorbed Depreciation	9,468,187	-
Unabsorbed Loss	364,161	-
	9,832,348	-
Less: Deferred Tax Liabilities		
Accumulated Depreciation	37,753	-
Deferred Tax Assets (Net)	9,794,595	-

Note 6: Inventories

Particulars	As at 31st March 2019	As at 31st March 2018
(As taken valued and certified by Management)		
Raw Materials		
Polyester Oriented Yarn (DDB)	2,326,575	-
Total	2,326,575	-

Note 7: Cash and Cash Equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
(Amount in Rs.)		
Cash in hand	10,221	51,630
Balance with Banks in Current Accounts	1,457	32,683
Total	11,678	84,313

Note 8: Short Term Loans & Advances

Particulars	As at 31st March 2019	As at 31st March 2018
(Unsecured but Considered good)		
Loans & Advances to body corporates	-	-
Total	-	-

Note 9: Other Current Assets

Particulars	As at 31st March 2019	As at 31st March 2018
(Amount in Rs.)		
(Unsecured but considered good)		
Deposits with Govt. Deptt.	879,651	879,651
Advances recoverable in cash or in kind or for value to be received	108,799	94,558
GST Input	287,236	9,634
Income Tax Refundable	179,191	151,217
IGST Refundable	752,307	-
Duty Draw Back Receivable	104,624	-
Total	2,311,808	1,135,060



NOTE 10 :SHARE CAPITAL

Particulars	As at 31st March 2019	As at 31st March 2018
Authorised :		
60,00,000 Equity Shares of Rs 10/- each	60,000,000	60,000,000
Issued and Subscribed :		
35,82,500 Equity Shares of Rs 10/- each	35,825,000	35,825,000
Paid-up		
35,60,700 Equity Shares of Rs. 10/- each fully paid up	35,607,000	35,607,000
Amount paid up on 21,800 Equity Shares of Rs. 10/- (Shares Forfeited)	109,000	109,000
Total	35,716,000	35,716,000

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

(ii) Reconciliation of the number of shares outstanding

Particulars	As at 31st March 2019	As at 31st March 2018
Number of Shares outstanding at the beginning of the year	3,560,700	3,560,700
Add: Shares Issued during the year	-	-
Number of Shares outstanding at the end of the year	3,560,700	3,560,700

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

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. Shri Nath Mal Hirawat	305,360	8.58	305,360	8.58
2. Shri Amitabh Hirawat	324,800	9.12	324,800	9.12
3. M/s Shakti Vijay Steels Pvt. Ltd.	239,300	6.72	239,300	6.72
4. M/s Trepechy Textiles Limited	320,200	8.99	320,200	8.99
Total	1,189,660		1,189,660	

Note 11: Other Equity

(Amount in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
(a) Capital Reserve	42,451,051	42,451,051
(b) General Reserve	13,951,584	13,951,584
(c) Surplus (Deficit) in Statement of Profit & Loss		
As per last Balance Sheet	(108,194,241)	(107,620,574)
Add: Net Profit(Loss) after tax tr from Statement of Profit & Loss	10,840,802	(573,667)
Total	(40,950,804)	(51,791,606)

Note 12: Long Term Borrowings

(Amount in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
(UNSECURED)		
Loans from Directors	1,141,506	-
Loans from Ex Director	12,190,000	12,190,000
Loans from Others	4,890,000	4,890,000
Total	18,221,506	17,080,000

The Long Term Borrowing are payable after 12 months.



Note 13: Non Current Trade Payables

Particulars	As at 31st March 2019	As at 31st March 2018
For Goods	-	457,036
For Services	-	408,126
Other Liabilities	-	187,040
Total	-	1,052,202

Note 14: Long Term Provisions

Particulars	As at 31st March 2019	As at 31st March 2018
Provision for Gratuity	427,681	427,681
Total	427,681	427,681

Note 15: Short Term Borrowings

(Amount in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
(Unsecured) Loan from one of the Directors	-	926,405
Total	-	926,405

Note 16: Trade Payables

(Amount in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
For Goods	2,294,795	-
For Services	217,530	115,495
Total	2,512,325	115,495

Note 17: Other Current Liabilities

(Amount in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
Outstanding Expenses	-	1,048
Advance Received from Customer	706,591	-
Statutory Liabilities	1,698	990
Other Liabilities	315,442	315,441
Total	1,023,731	317,479



Note18: Other Income

(Amount in Rs.)

Particulars	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Rental Income	4,97,690	48,000
Interest Received	1,351	1,38,038
Duty Draw Back	1,04,624	-
Insurance Premium Recoverd from customer	5,163	-
Freight Recovered from customer	1,09,714	-
Sundry Credit Balances Written Off	10,54,551	6,873
TOTAL	17,73,093	1,92,911

Note19: Cost of Raw Materials Consumed

Particulars	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Opening Stock	-	-
Add: Purchases during the year (POY)	76,70,419	-
Total	76,70,419	-
Less: Closing Stock	23,26,575	-
Cost of Raw Materials Consumed	53,43,844	-

Note20: Employee Benefits Expense

Particulars	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Salary	70,000	1,20,000
TOTAL	70,000	1,20,000

Note 21: Finance Cost

(Amount in Rs.)

Particulars	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Local Bank Charges	4,926	156
Foreign Bank Charges	15,073	-
Interest Paid	1,483	1,850
TOTAL	21,482	2,006



Note 22: Other Expenses

Particulars	For the year ended on 31.03.2019	For the year ended on 31.03.208
Job Charges	5,52,792	-
Other Expenses		
Filing Fees	3,000	5,400
Legal & Professional Expenses	52,000	40,000
Payment to Auditors		
As Audit Fee	10,000	7,500
Rates & Taxes	39,600	45,923
Electricity & Water Charges	-	6,531
Travelling Expenses	10,042	9,863
Insurance Expenses	4,620	-
Membership Fee	1,700	-
Postage & Telephone Expenses	95,070	74,536
Advertisement Expenses	29,150	24,610
Printing & Stationery	8,386	15,973
Depository & Application Expenses	15,500	17,105
Stock Exchange Listing Fee	2,50,000	2,87,500
Foreign Exchange Fluctuation Expenses	34,782	-
Sundry Balances Written Off	-	3,192
Excise Duty deposited under protest earlier year now	-	1,01,632
Late Fees BSE and GST	12,250	-
Web Site Expenses	2,848	4,806
Selling & Distribution Expenses	2,03,071	-
Miscellaneous Expenses	2,600	-
TOTAL	13,27,411	6,44,571

Note: 23 Other Informations**(a) Earning in Foreign Currency**

Particulars.	For the year ended on 31.03.2019	For the year ended on 31.03.2018
FOB Value of Exports		
POLYESTER TEXTURED YARN (SH) 75 DN NIM RW	29,90,979	-
POLYESTER TEXTURED YARN (SH) 75 DN NIM DDB	31,63,372	-
Total	61,54,351	-

(b) Expenses in Foreign Currency

Particulars.	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Foreign Bank Charges	15,073	-
Total	15,073	-



Note 24: Related Parties Disclosures:

A. Relationship

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

B. Transactions carried out during the year & their disclosures

	2018-19	2017-18
Finance		
(i) Repayment of Unsecured Loans		
Mr.Amitabh Hirawat	2,983,626	2,315,150
(ii) Unsecured Loan taken		
Mr.Amitabh Hirawat	3,198,727	544,169

C. Balances Outstanding:

Unsecured Loans		
Mr.Amitabh Hirawat	1,141,506	926,405
Smt. Padam Devi Hirawat	12,190,000	12,190,000
M/sTrepechy Trading Pvt.Ltd.	2,490,000	2,490,000
M/s Shashwin Textiles Limited	2,400,000	2,400,000

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


(S. K. JAIN)
Partner
M.No. 10145
Place :Jaipur
Dated: 30.05.2019



For and on behalf of Board of Directors


(Amitabh Hirawat)
Managing Director
DIN 00349697


(Arti Hirawat)
Director
DIN 00349855

RISHAB SPECIAL YARN LIMITED

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

E-mail : rsyltd@gmail.com • Phone : 0141-2575213 • CIN : L17114RJ1987PLC004067 • Visit us at www.rishabspecial.com

Members Folio No./Client ID :

DP ID :

No. of Shares held :

ATTENDANCE SLIP

We hereby record my/our presence at the 31st Annual General Meeting of the Company held at 2070, Rasta Bara Gangore, Jaipur-302 003 on Monday, 30th September 2019 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, Johari Bazar, Jaipur-302 003, not less than 48 hours before the time of holding the meeting. 3. If you are attending the meeting in person or by proxy, your copy of the Balance Sheet may please be brought by you/your proxy for reference at the meeting.

RISHAB SPECIAL YARN LIMITED

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

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Members Folio No./Client ID :

DP ID :

No. of Shares held :

FORM NO. MGT - 11

PROXY FORM

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

Name of the Member:

Registered Address:

Email ID:Folio No./Client ID :DP ID:

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

(1) Name.....Address

E-mail ID....., Signature.....or failing him

(2) Name.....Address

E-mail ID....., Signature.....or failing him

(3) Name.....Address

E-mail ID....., Signature.....or failing him

as my/our proxy to vote for me/us on my/our behalf at the 31st Annual General Meeting of the Company to be held on Monday, the 30th September 2019 at 12.00 noon, at registered office of the company or any adjournment thereof in respect of such resolutions as are indicated below:

1. Consider and adopt the audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss and cash flow statement for the Year ended on that date along with the Directors Report and Auditor's Report thereon.
2. Re-appointment of Sh. Shashank Hirawat, who retires by rotation. Affix Revenue Stamp here
3. Re-Appointment of Auditors for the year and fixing their remuneration
4. Re-appointment of Shri Kamal Kishore Kalani as Independent Director for further period of 5 yrs.
5. Re-appointment of Shri Pradeep Kumar Loiwal as Independent Director for further period of 5 yrs.
6. Appointment of Mr. Vijay Singh Yadav as Chief Financial Officer of the company
7. Sale of Undertaking including fixed assets

Signed on the day of 2019.

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, Johari Bazar, 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

Affix
Revenue
Stamp here

Jaipur - 302001

RISHAB SPECIAL YARNS LIMITED

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

NOTICE OF POSTAL BALLOT

Notice is hereby given to the members of Rishab Special Yarns Limited (herein after referred to as "the Company") pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (herein after referred to as "the Rules"), including any statutory modification or reenactment thereof for the time being in force and other applicable laws and regulations, and the consent of the members of the Company is sought for effecting the following resolutions appended, to be passed as special resolutions by way of postal ballot :-

Accordingly, the draft of the special resolutions together with explanatory statement (pursuant to Sec 102 of the Companies Act, 2013) pertaining to the special business setting out all material facts and the reasons thereon annexed hereto along with the postal ballot form ("the Form") for members consideration seeking assent or dissent in writing within the period mentioned herein after.

The Board of Directors of the Company has, in compliance with Rule 22 (5) of the said Rules, appointed Smt. Sunita Garg, Fellow Company Secretary, proprietor of M/s Sunita Garg & Associates, S-23-24, Kirti Nagar, Tonk Road, Jaipur 302015, as a Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are therefore requested to read the instructions printed on the postal ballot form, record their assent (for) or dissent (against) therein and return the same in the attached self-addressed prepaid postage business reply envelope (if posted in India) so as to reach the Scrutinizer on or before the close of working hours not later than 5:00 PM on 30th Day of September 2019.

SPECIAL BUSINESS: Item No 1: Sale of assets by the company : To consider and if thought fit, to pass the following resolution as a Special Resolution:

To sell, Lease or Otherwise dispose off the Land and Building at E-38,39 Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan, of the Company:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, the approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), to sell or transfer or otherwise dispose of in any manner the land situated at at E-38,39 Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan and sell it either as whole in one lot or dividing in parts or in such way at such price and on such terms and conditions (including the receipt of the consideration thereof) and in such manner as may be decided by the Board, with effect from such date and in such manner as the Board deems appropriate in the interest of the Company, with power to the Board of Directors to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all the required documents, memoranda, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered in deciding whether this resolution is required to be made effective or not and, in the event it is decided by the Board of Directors of the Company that such resolution is to be made effective, to determine the date on which such resolution shall become effective.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized and empowered to execute the documents, deeds or writings required to be executed in relation to the transfer and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal/demolish and transfer of the Land and Building situated at E-38,39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan as they may in their absolute discretion deem fit."

"FURTHER RESOLVED THAT the common seal of the Company may be affixed to the above said documents in the presence of any Director or Authorised Signatory of the Company."

IMPORTANT NOTES: 1.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') is annexed hereunder and forms part of the Notice.
2. The Notice is being sent to all the members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on 30th day of August, 2019.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on 30th August, 2019.

4. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, have been sent Notice of Postal Ballot by email; and to others through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed envelope.
5. Pursuant to the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the members in respect of the special resolutions contained in this notice is being determined through postal ballot.
6. Smt. Sunita Garg, Fellow Company Secretary, proprietor of M/s Sunita Garg & Associates, S-23-24, Kirti Nagar, Tonk Road, Jaipur 302015, email: sunita.fcs@gmail.com has been appointed as Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner and in accordance with the said rules. The company Secretary shall submit their report to the Chairman or any other person authorized by the board of Directors on or before 7th October 2019.
7. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, duly completed in all respect and signed, in the enclosed self-addressed prepaid postage business reply envelope to the Scrutinizer.

However, envelopes containing Postal Ballots, if deposited in person or sent by courier or by Registered Post at the expense of the registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. However, the envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours i.e., 5:00 PM on 5th October 2019. If the ballots are received after the closing date they shall be deemed to be not received.

8. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company.
9. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.
10. The resolution, if passed with requisite majority, shall be deemed to be passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms.
11. The relevant documents, if any, referred to in the accompanying Notice and Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 10.00 am. to 5.00 pm.
12. The Scrutinizer will submit his report after the completion of scrutiny of the Postal Ballot Forms.
13. The results of the Postal Ballot will be declared at the Registered Office of the Company, by the Chairman or any other Director authorised by him on or before 7th October, 2019 by 5.00 p.m. (IST).
14. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.rishabspecial.com. The resolutions if approved will be taken as passed effectively on the date of declaration of results.
15. Once the vote on the resolution is cast by a member the same shall not be allowed to be changed thereafter.
16. Process and manner for members opting for E-voting.
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote for Postal Ballot at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

(III) The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 06.09.2019 at 9 AM and ends on 05.10.2019 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th Sept, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders / Members.
- iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
or NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. (vii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



Details of person to be contacted for issue relating to e-voting:-

Rakesh Dalvi

Manager : Central Depository Services Limited

Unit : Rishabh Yarns Limited

'A Wing, 25th Floor, Marathon Future 'X'

Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400013

E-mail id : helpdesk.evoting@cdslindia.com

Ph. : 1800225533

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-Off Date (Record Date) of 30th August 2019.
18. M/s. Sunita Garg & Associates, A Practicing Company Secretary, FCS No. 4716 and C.P. Membership No. 4671 has been appointed as the Scrutinizer to scrutinize the e-voting process and physical votes in Annual General Meeting in a fair and transparent manner.
19. 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.
20. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 30th September, 2019 and communicated to the Stock Exchange(s).

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act):

The members of the Company are requested to note that as per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

As company is holding Land and Building at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi, which is not being used by company in last 14 years, except giving it on rent for short term and for temporary purpose of the tenants, is in a situation which is very old and require a large amount for repair and maintenance and may collapse any time and can cause some casualty at any point of time. The land can be sold either in one lot to one buyer or after subdividing to different buyer. The unsecured loan payable to Director, Ex Director and Inter Corporate Loan are lying unpaid from a very long time and they are asking for repayment. Company is neither using nor in a position to use this land and building in future so it is better to sell this property and repay its unsecured loan pending from a long period of time. As company has stopped production in 2005 and sold entire machine installed at this location and from then neither doing any business nor being able to generate any other income, given the constraint of raising funds for developing this property for generating income. The company's net worth is in negative and company does not have any other fixed assets apart from this land and building situated at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan, so Company treat it as 'substantial' in terms of Section 180(1)(a) of the Companies Act, 2013 and therefore requires members' approval by way of 'Special Resolution' for disposal of the said land and building.

With the constraint of raising funds and funds required to be paid to its unsecured creditors pending from a very long time, the Board is of the view that it will be better for the Company to sell, transfer, or dispose of the land and building situated at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi and repay its unsecured loan and use balance amount, if any, for the business of export of Polyester Filament Yarn.

The Board of Directors of the Company ("the Board") at their meeting held on 30.05.2019 accorded their approval to demolish the building and sell the scrap of building and land either as one parcel of land or after subdividing it in parts to make it in saleable parcel of land. The net proceeds from the sale of the 'land and building' will be utilized to repay the existing unsecured loans and enhancement of capital of the Company for general business purposes.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors, except to whom unsecured loan has to be paid to the extent their unsecured loan is outstanding, and Key Managerial Person or their relatives is interested in sale of land and building situated at E-38, 39, Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan in the above resolution.

RISHAB SPECIAL YARNS LIMITED

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

SEQUENCE NUMBER	
-----------------	--

POSTAL BALLOT

S.No.	Particulars	Details
1.	Name Of The First Named Shareholder (in block letters)	
2.	Postal address	
3.	Registered Folio No./ *DP ID NO./Client ID No. / (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	EQUITY

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	NO. of shares held by me	I assent to the resolution	I dissent from the resolution
	RESOLUTION RELATED TO SPECIAL BUSINESS:			
1.	To sell, Lease or Otherwise dispose off the Land and Building at E-38,39 Ambaji Industrial Area, Abu Road, Sirohi, Rajasthan, of the Company:			

Place:

Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN E-VOTING EVENT NUMBER	USER ID	PASSWORD

THE EVOTING FACILITY WILL BE AVAILABLE DURING THE FOLLOWING VOTING PERIOD

COMMENCEMENT OF E-VOTING	END OF EVOTING
06.09.2019	05.10.2019

Please see Instructions on reverse

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INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Smt. Sunita Garag, Practising Fellow Company Secretary proprietor of Sunita Garga & Associates, Jaipur as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The self-addressed business reply envelope bears the address of the Registrar & Transfer agent.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/Authority Letter.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer on or before the close of working hours on 5th day of October 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, M/s. Link In time India Private Limited C- 101,247 PARK, LAL BHADUR SHASTRI MARG, VIKHROLI WEST, MUMBAI-400083. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 30th August, 2019.
9. A member need not use all the votes or cast all the votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
13. The result of the Postal Ballot will also be posted on the website of the Company www.rishabspecial.com and also on the website of Bombay Stock Exchange.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. The date of declaration of result i.e., 7th October 2019 shall be the effective date of passing of the resolutions.



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

ANNEXURE - IX

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/Electrcity 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) ☐ Saving ☐ Current ☐ 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.



BUSINESS REPLY ENVELOPE

**B.R. PERMIT NO. : JPC/BR-01/2019-20
JAIPUR CITY, P.O., JAIPUR - 302003**

To,
Sunita Garg & Associates
Scrutinizer
Rishab Special Yarns Limited
2070, Rasta Bara Gangore, Johari Bazar,
Jaipur - 302003

