

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

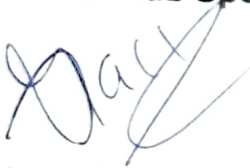
Date: 21.04.2023
The Manager (Listing Department)
Corporate services
Bombay Stock Exchange Limited
Floor 25, P.J.Towers
Dalal Street
MUMBAI-400 001
BSE Srip Code: 514177

Dear Sir,

Please find attached herewith the Notice of Extra Ordinary General Meeting (EOGM) called on 22.05.2023.

Thanking you

Yours Faithfully
For Rishab Special Yarns Limited



Managing Director
DIN: 00349697

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NOTICE TO SHAREHOLDER'S

NOTICE is hereby given that the Extra Ordinary General Meeting (EOGM) of the Company will be held on Monday, May 22, 2023, 5.00 pm through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

Special Business:

1. Regularization of Additional Director, Mr. Sanjay Kumar Agrawal (DIN: 05308288) as a Director of the company.

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

"RESOLVED THAT Mr. Sanjay Kumar Agrawal (DIN: 05308288), who was appointed as an Additional Director and holds office up to the date of ensuing Annual General Meeting of the Company by the Board of Directors with effect from April 21' 2023 as per under section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

2. Regularization of Additional Director, Mr. Sandeep Kumar Agrawal (DIN: 07231227) as a Director of the company.

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

"RESOLVED THAT Mr. Sandeep Kumar Agrawal (DIN: 07231227), who was appointed as an Additional Director and holds office up to the date of ensuing Annual General Meeting of the Company by the Board of Directors with effect from April 21' 2023 in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

3. Regularization of Additional Director Mrs. Rakhi Agrawal (DIN: 10104480) as a Director of the Company

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

"RESOLVED THAT Mrs. Rakhi Agrawal (DIN: 10104480), who was appointed as an

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Additional Director who holds office up to the date of ensuing Annual General Meeting of the Company by the Board of Directors with effect from April 21' 2023 in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

4. Regularisation of Additional Director, Mr. Pratik Harshad Kalsariya (DIN: 07840355) by appointing him as Independent Director of the Company

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

"RESOLVED THAT pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Pratik Harshad Kalsariya (DIN: 07840355) who was appointed as an Additional Director of the Company w.e.f April 21' 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independent director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period up to May 20, 2028."

5. Regularisation of Additional Director, Mrs. Priya Gupta (DIN: 09821279) by appointing him as Independent Director of the Company

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

"RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mrs. Priya Gupta (DIN: 09821279) who was appointed as an Additional Director of the Company w.e.f April 21' 2023 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting

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and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that she meets the criteria for independent director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto May 20' 2028."

6. To Appoint Mr. Sanjay Kumar Agrawal (DIN: 05308288) as the Managing Director of the Company:

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted to appoint Mr. Sanjay Kumar Agrawal (DIN: 05308288) as the Managing Director of the Company for a period of 3 (three) years with effect from conclusion of this Extra Ordinary General meeting on the terms and conditions approved by the reconstituted Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the Notice convening this Meeting, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modification(s) or re-enactment(s) on the terms and conditions agreed between him and the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors for mortgaging/charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans/ borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding Rs. 500

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Crores (Rupees Five Hundred Crores Only) at any point of time."

"RESOLVED FURTHER THAT the Board of Directors and/or KMP of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies and submitting necessary intimation with Stock Exchange."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may deem fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money/ moneys so borrowed shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors and/or KMP of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies and submitting necessary intimation with Stock Exchange."

9. Reclassification of Promoters and Promoters Group into Public and vice versa under Regulation 31A of SEBI (LODR) Regulations, 2015 vide notification dated November 16, 2018 and May 05, 2021:

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

"RESOLVED THAT, pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015 vide notification dated November 16, 2018 and May 05, 2021, the outgoing promoters have entered into share purchase agreement with Mr. Sanjay Agarwal and M/S Vimla Matcoke Limited and who have paid the consideration amount following closure of Open offer document. Both the parties have set forth terms and conditions in the offer document of share purchase agreement dated 8th March, 2022 and agreed to sell 15,74,970 equity shares constituting to 44.23% of total voting rights of company to the acquirer of the shares who through this wishes to identify himself as "New

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Promoters of the Company through reclassification by making an application to the exchange under Regulation 31A of SEBI (LODR) Regulations, 2015."

"RESOLVED FURTHER THAT the Board has approved the applications received by the company from the Promoters and Promoters group for reclassification and have approved the same and proceed to file the application with exchange after due approval of the shareholder in the proposed EOGM. Below is list of names of Promoters and Promoters group who have sold their shares under the open offer to the purchaser mentioned.

Sr.no	Name of Sellers	Number of Shares	Percentage of Equity and Voting capital
01.	Mr. Amitabh Hirawat	6,30,160	17.70
02.	Mrs. Arti Hirawat	54,000	1.52
03.	Mr. Chandra Mohan Khandelwal	47,810	1.34
04.	Mr. Ashwin Hirawat	41,000	1.15
05.	Mrs. Aditi Hirawat	40,000	1.12
06.	Mr. Shashank Hirawat	31,900	0.90
07.	Mrs. AmitaNavlakha	10,000	0.28
08.	Mrs. Dushali Khandelwal	5,000	0.14
09.	Mrs. Padam Devi Hirawat	2,000	0.06
10.	Amitabh Hirawat HUF	48,000	1.35
11.	Nath Mall Hirawat HUF	13,000	0.37
12.	Trepechy textiles Limited	3,20,200	8.99
13.	Shakti Vijay Steel Transforms Pvt Ltd	2,39,300	6.72
14.	Trepechy Trading Private Limited	90,000	2.53
15.	Shashwin Textiles Limited	2,500	0.07
	Total Share	15,74,970	44.23%

The details of Purchaser are as follows:

Sr.no	Name of Purchaser	Number of Shares	Percentage of Equity and Voting capital
01.	Mr. Sanjay Kumar Agrawal	7,91,570	22.23
02.	Vimla Metcoke Limited (CIN: U23209GJ2021PLC120074)	7,83,400	22.00
	Total Share	15,74,970	44.23%

"RESOLVED FURTHER THAT, Company secretary or any director is hereby authorized to make an application to the Bombay Stock Exchange after receiving due

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approval of members in the proposed EOGM and proceed further with the application."

11. To take note of Resignation of Managing Director and other directors:

Existing Managing Director Shri Amitabh Hirawat, Director Smt. Arti Hirawat, Director Shri Shashank Hirawat, Independent Directors Shri Pradeep Loiwal and Shri Kamal Kishore Kalani resigned from their office of directorship w.e.f. 22.04.2023.They have also resigned from all the committees w.e.f. 22.04.2023.

For and on behalf of the Board of Directors
Rishab Special Yarns Limited

Mr. Amitabh Hirawat
Director

DIN: 00349697

Date: 21.04.2023

Place: Jaipur

NOTE: -

1. A Member entitled to attend and vote at this Extra-Ordinary General Meeting (EOGM) 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 EOGM.

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 EOGM (excluding the date of EOGM).

7. The Register of Members and Share Transfer Books of the Company will remain closed from 13th May, 2023 to 22nd May, 2023 (both days inclusive).

8. As a measure of economy, copies of the Notice of EOGM will not be distributed at the Meeting. Members are, therefore, requested to bring the copies of Notice.

9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent M/s Link Intime India Pvt. Ltd. which is available at their web site www.Linkintime.co.in or may ask by sending request through mail at trnt.helpdesk@linkintime.co.in. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.

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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. through sending mail at rnt.helpdesk@linkintime.co.in 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., through sending mail at rnt.helpdesk@linkintime.co.in 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 Notice of EOGM, and other matters in electronic mode. The Form for such registration is being attached with the Notice. 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 dispatched 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. As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 & SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination.

Further The Securities and Exchange Board of India through its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 had made it Mandatory for furnishing of PAN, KYC details and Nomination by holders of physical securities. It shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. The detailed requirements are as per Annexure - A, attached herewith the Notice. Otherwise the folios wherein any one of the cited document/details as given above are not available on or after October 01, 2023, shall be frozen by the RTA.

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 Extra-Ordinary General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.

16. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:

- i) Transferees' PAN Cards for transfer of shares,
- ii) Legal heirs' PAN Cards for transmission of shares,
- iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
- iv) Joint holders' PAN Cards for transposition of shares.

17. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website <http://www.rishabspecial.com> and website of the Bombay Stock Exchange for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on

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working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: rsyltd@gmail.com

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

Name of Director	Mr. Sanjay Kumar Agrawal	Mrs.Rakhi Agrawal	Mr. Sandeep Kumar Agrawal	Mrs. Priya Gupta	Mr. Pratik Kalsariya
Date of Birth	10/12/1957	05/11/1981	03/04/1980	04/08/1980	12/01/1988
DIN	05308288	10104480	07231227	09821279	07840355
Date of Appointment	21-04-2023	21-04-2023	21-04-2023	21-04-2023	21-04-2023
PAN		AJFPA3711L	AGGPA9836L	AFNPA7214G	BUGPK8476B
Expertise in Specific functional area	Chairman and Managing Director of Vimla Metcoke Limited and other private limited companies	She has a decade of experience in handling the management and business. With her expertise she has created a name for herself in the industry wherein she operates.	He has experience in the Finance & Accounts Department. He has around 16 years of experience in the relevant field. He has worked in various positions at Corporate Office	She is a Company secretary by profession and has managed compliances in Listed company, with her rich expertise in compliance she is also appointed in position of Independent Director in Listed company.	He is a proficient Company secretary by profession and has managed compliances in Listed company, and handled many matters related to corporate action and mergers and acquisition. With his rich expertise in compliance and legal matters he is also appointed in position of Independent Director in Listed companies.
Qualification	MBA in finance, B. Com (Gujrat University)	B COM	MCOM	MCOM, LLB, CS	MCOM, LLB, CS
No. of equity shares held in the Company	7,91,570 Equity Shares of Company	NIL	NIL	NIL	NIL
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	1.Vimla Agriculture Private Limited 2.Vimla Metcoke Limited 3. Shree Bholenaath Carbon Energy Private Limited 4.Vikas MetaliksAnd Energy Limited 5. Vimla Fuels & Metals Private Limited	NIL	1.Vimla Agriculture Private Limited 2.Vimla Metcoke Limited 3.Pawanputra Wires Private Limited 4.Vikas MetaliksAnd Energy Limited 5.Ganpati Udyog And Power Private Limited 6.Vimla Fuels & Metals Private Limited	Savant Infocomm Limited	1 .Marit Finance Limited 2.Ambica Corporation Limited 3.PMAccess World Logistics (India)
Relationship between Directors	Husband of Mrs. Rakhi Agarwal and brother of Mr. Sandeep Agarwal	Wife of Mr. Sanjay Agarwal and Sister in law of Mr. Sandeep Agarwal	Brother of Mr. Snajay Agarwal and brother in law of Mrs. Rakhi Agarwal		

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1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular no. 10/2022 and 11/2022 dated 28.12.2022. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at Rishabspecial.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. www.evotingindia.com.
7. The EOGM has been convened through VC/in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, vide. General Circular no. 33/2020 dated 28.09.2020, vide. General Circular no. 39/2020 dated 31.12.2020, vide. General Circular no. 10/2021 Dated 23-06-2021, General Circular no. 20/2021, Dated, 8-12-2021, MCA Circular No. 2/2022 dated 05.05.2022 and MCA Circular 11/2022 dated 28.12.2022.
8. In continuation of this Ministry's General Circular No. 14/2020, dated 08.04.2020 and circular no 3/2022 dated 05.05.2022 and after due examination, it has been decided in Circular No. 11/2022 dated 28.12.2022 to allow companies to conduct their EOGMs through video Conference (VC) or other Audio Visual Means (OAVM) or transact item through Postal Ballot in accordance with frame work provided in the aforesaid circulars up to 30th September 2023. All other requirements provided in said circulars shall remain unchanged.
9. All other requirements provided in the said general circulars viz Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020, General Circular no. 39/2020 dated 31st December 2020, General Circular no. 10/2021 dated 23rd June 2021, General Circular no. 20/2021 dated 8th December 2021 and MCA Circular No. 2/2022 dated 05.05.2022.

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

- (i) The voting period begins on Friday 19th May 2023 at 9 AM and ends on Sunday 21st May 2023 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 1st ON 28.04.2023 for Physical and 2nd on 12.05.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing De-mat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evotinglogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the De-mat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit de-mat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- accounts they would be able to cast their vote.

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

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Rishab Special Yarns Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a de-mat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the the system for the scrutinizer to verify the same.

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- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. rsyltd@gmail.com, designated email address by company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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

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

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

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

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

Annexure – A

Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities

It shall be mandatory for all holders of physical securities in listed companies to furnish the following documents/details to the RTA:

1. PAN:

1.1.PAN is mandatory for all transactions in securities market as per SEBI Circular MRD/DoP/Cir- 05/2007 dated April 27, 2007 and it is also one of the document for proof of identity. Accordingly, it is mandatory for all security holders and claimants of physical securities to furnish PAN.

1.2.Further, it shall be mandatory to quote and provide a self-attested copy of the PAN by the security holder/claimant to avail any service request.

1.3.Accordingly, the security holder shall register the PAN through form ISR – 1.

1.4.RTA shall mandatorily verify PAN details through the facility as may be provided by the Income Tax Department (ITD)/ITD authorized service providers for PAN verification viz. NSDL e-Governance Infrastructure Limited, UTI Infrastructure Technology and Services Limited etc. In this regard, SEBI registered RTAs have been authorized as an eligible entity by the ITD to verify PANs through its 'Online PAN Bulk Verification' (PBV) facility.

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1.5 Additionally the 'Exemptions/clarifications to PAN', as provided in clause D to 'Instructions/Check List for Filing KYC Forms' in Annexure - 1 to SEBI circular No. MIRS/SE/Cir- 21/2011 dated October 05, 2011 on Uniform Know Your Client (KYC) Requirements for the Securities Market, shall also be applicable for holder(s) / claimant(s) of securities held in physical mode

1.6 Compulsory linking of PAN and Aadhaar by all holders of physical securities in listed companies

a) The Central Board of Direct Taxes (CBDT), vide Circular No. 7 of 2022 (Notification F No 370142/14/2022-TPL) dated March 30, 2022, has extended the date for linking PAN with Aadhaar number to March 31, 2023. Further CBDT vide press release dated 28th March 2023 New Delhi has extended this date to 30th June 2023

b) In this regard, SEBI has issued a Press Release dated March 08, 2023 advising all investors to ensure linking of their PAN with Aadhaar number prior to March 31, 2023, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the said CBDT circular, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked

c) Accordingly, from April 01, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only operative PAN (i.e., linked with Aadhaar number). In this regard, the RTAs may use its 'Online PAN Bulk Verification' (PBV) facility.

d) The folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date of March, 31, 2023 or any other date as may be specified by the CBDT, shall also be frozen, as detailed in paragraph 5 of the Circular.

e) The requirement of existing investors to link their PAN with their Aadhaar number is not applicable for Non-Resident Indians (NRI), Overseas Citizens of India (OCI) unless the same is specifically mandated by Central Board of Direct Taxes (CBDT), Ministry of Finance / any other Competent Government authority.

2. Nomination / Declaration to Opt-out of Nomination:

'Nomination' or 'declaration to opt-out' shall be furnished for all eligible folios in the following formats:

2.1 For 'Nomination': Nomination through Form SH-13 or cancellation or variation in nomination through Form SH-14 as provided in the Rule 19 of Companies (Shares capital and debenture) Rules, 2014.

OR

For 'Declaration to Opt-out': The security holder can opt out of nomination through Form ISR - 3 after cancelling his existing nomination, if any, through Form SH-14.

2.2. The RTA, the listed company and the Stock Exchanges shall make available the soft copy of Form SH13, Form SH-14 and ISR - 3 on their website. The form should be in a downloadable and fillable format.

3. Contact details

All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, the RTAs/listed companies will encourage the security holders to register e-mail ID also to avail the online services. The security holder can register/update the contact details through form ISR - 1.

4. Bank account details (Bank and Branch name, bank account number, IFS code)

All holders of physical securities in listed companies shall register the bank account details for their corresponding folio numbers. Upon processing of request for registration/updation of bank details through Form ISR - 1, the RTA shall, suo-moto, generate request to the company's bankers to pay electronically, all the moneys of / payments to the holder that were previously unclaimed / unsuccessful.

5. Specimen signature

All holders of physical securities in listed companies shall register the specimen signature for their corresponding folio numbers. To register/update the specimen signature, the security holder may refer to para - 1.2 of Annexure - C.

6. RTAs shall not process any service requests or complaints received from the security holder(s) / claimant(s), till PAN, KYC and nomination documents/details as stated above are received.

7. However, the RTA shall furnish required information as sought by investors with respect to procedure related to investor service requests.

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Explanatory Statement under Section 102 of the Companies Act' 2013

Special Business:

Item No.1

Regularization of Additional Director, Mr. Sanjay Kumar Agrawal (DIN: 05308288) as Director of the company.

Mr. Sanjay Kumar Agrawal (DIN: 05308288) was inducted to the Board at the Board Meeting held on 21st April' 2023 and as an Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Sanjay Kumar Agrawal can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Sanjay Kumar Agrawal by the Company. The Board is of the opinion that the appointment and presence of Mr. Sanjay Kumar Agrawal on the Board as the Managing Director will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 1 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Sanjay Kumar Agrawal, Managing Director will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

Mr.Sanjay Agrawal, Mr.Sandeep Agrawal and Mrs.Rakhi Agrawal being related to each other are interested to that extant.

Item No.2

Regularization of Additional Director, Mr. Sandeep Kumar Agrawal (DIN: 07231227) by appointing him as Director of the Company

Mr. Sandeep Kumar Agrawal was first inducted to the Board at the Board Meeting held on 21st April' 2023 as the Additional Director in terms of Section 161(1) of the Companies Act, 2013. Mr. Sandeep Kumar Agrawal can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in the same meeting i.e. meeting held on 21st April' 2023, The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Sandeep Kumar Agrawal by the Company. The Board is of the opinion that the appointment and presence of Mr. Sandeep Kumar Agrawal on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommend the resolution set out in item no. 2 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Sandeep Kumar Agrawal, will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

Mr.Sanjay Agrawal, Mr.Sandeep Agrawal and Mrs.Rakhi Agrawal being related to each other are interested to that extant.

Item No.3

Regularization of Additional Director Mrs. Rakhi Agrawal (DIN: 10104480) as the Director of the Company

Mrs. Rakhi Agrawal (DIN: 10104480) was appointed as an Additional Director with effect from 21st April' 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director of the Company. The Board is of the view that the appointment of Mrs. Rakhi Agrawal on the Company's Board is desirable and would be beneficial to the Company and hence recommends the said resolution No 3 for approval by the members of the Company.

Mr.Sanjay Agrawal, Mr.Sandeep Agrawal and Mrs.Rakhi Agrawal being related to each other are interested to that extant.

Item No.4

Regularisation of Additional Director, Mr. Pratik Harshad Kalsariya (DIN: 07840355) by appointing him as Independent Director of the Company

Mr. Pratik Harshad Kalsariya (DIN: 07840355) was appointed as an Additional Independent Director with effect from 21st April' 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act ,2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Pratik Harshad Kalsariya on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Pratik Harshad Kalsariya himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Item No.5

Regularisation of Additional Director, Mrs. Priya Gupta (DIN: 09821279) by appointing her as Independent Director of the Company

Mrs. Priya Gupta (DIN: 09821279) was appointed as an Additional Independent Director with effect from 21st April' 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mrs. Priya Gupta on the Company Board is desirable and

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would be beneficial to the Company and hence it recommends the said resolution No 5 for approval by the members of the Company

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mrs. Priya Gupta herself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution

Item No. 6:

The Board of Directors of the Company, at its meeting held on 21st April' 2023 approved the appointment of Mr. Sanjay Kumar Agrawal (DIN: 05308288) on terms and conditions to be recommended by the reconstituted Nomination and Remuneration Committee, subject to the approval of the shareholders. Where, in any financial year during the currency of the tenure of Mr. Sanjay Kumar Agrawal, the Company makes no profits or its profits are inadequate, the Company shall pay to the Whole Time Director, the above salary and perquisites, within the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration

Mr. Sanjay Kumar Agrawal shall not, as long as he functions as the Managing Director, be entitled to any fees for attending meetings of the Board or a Committee thereof.

A copy of the Agreement dated 21st April' 2023 for the appointment of Mr. Sanjay Kumar Agrawal as the Managing Director of the Company is open for inspection by the members at the Registered Office of the Company on any working day, between 11.00 a.m. and 1.00 p.m., of the Company except Saturdays and Sundays. His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

The Board therefore recommends the special resolutions for your approval.

Item No. 7 & 8:

As per the provisions of Section 180(1) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up Capital and the Free Reserves of Company, that is to say, reserves not set apart for any specific purposes. Further without the consent of the Company in the General Meeting by a Special Resolution, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Under the provisions of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution.

Keeping in view of the Company's business requirements and its growth plans, it is considered appropriate to increase the aforesaid limit of borrowings. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 500 Crores (Rupees Five Hundred crores only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/ or immovable properties under 180 (1) (a) is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 500 Crores (Rupees Five Hundred crores only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being. It is, therefore, necessary for the Members to pass Special Resolutions under Section 180(1)(a) and Section 180(1)(c) and other applicable provisions of the Companies Act, 2013.

The members are requested to approve item No. 7 and 8 by way of passing a Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

Item No. 9

The existing promoters along with promoters group of the company have entered into share purchase agreement dated 8th March, 2022 with the acquires and have sold their 15,74,970 equity shares constituting to 44.23% of total voting rights of the company. The purchase consideration has been paid to the exiting promoters by the Acquires. Regulation 31A of SEBI (LODR) Regulations, 2015 vide notification dated November 16, 2018 and May 05, 2021 defines reclassification of promoters to Public category and vice versa. As per the regulations the Acquires need to reclassify themselves as Promoters and outgoing promoter as public category.

The company has received the application for reclassification of promoters and promoters group into public and have approved the same in the Board meeting held on 21st April, 2023.

The outgoing and incoming promoters are interested in this resolution to the extent of their positions.

For and on behalf of the Board of Directors

Rishab Special Yarns Limited



Mr. Amitabh Hirawat

Managing Director

DIN 00349697

Date 21/04/23

Place: Jaipur

Form No. SH-13

Nomination Form

Pursuant to section 72 of the Companies Act, 2013 and rule
19(1) of the Companies (Share Capital and Debentures) Rules 2014] Date: / /

To,
Name of the Company :
Address of the Company:

I/We, the holder(s) of the securities particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made) :

Nature of Securities	Folio No.	No. of Securities*	Certificate No.	Distinctive No(s) (From – To)
Tick ✓ as relevant				
Equity / Debs/ Bonds				

(2) PARTICULARS OF NOMINEE/S — [Use photocopies of this blank nomination form in case of additional Multiple Nominations in the same folio]

Name of Nominee			
Address of Nominee		Date of Birth	{ - - }
Father's/Mother's/ Spouse's name		Occupation	
Relationship with the security holder		Nationality	
E-mail_id		Mobile No	

(3) IN CASE NOMINEE IS A MINOR —

Name of Guardian		Date of Birth	{ - - }
Address of Guardian		Date of attaining majority	{ - - }

Signature(s) as per Specimen recorded with the Company.

	First Holder	Joint Holder -1	Joint Holder -2	Joint Holder -3
Signature				
Name				

Witness Details:

Name of Witness		Signature	
Address of Witness	Pin: _____		
		Date	

* Nomination will be registered for entire holding in the folio. In case of more than one nominee, the ratio should be furnished & separate form to be filled for each nominee.

Form ISR – 1

(SEBI circular No. SEBI/MO/MIRSD/MIRSD/RTAMB/P/CTR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

A. I / We, request you to Register / Change / Update the following (Tick ✓ relevant box)

Date : / /

<input type="checkbox"/> PAN	<input type="checkbox"/> Signature	<input type="checkbox"/> Mobile Number
<input type="checkbox"/> Bank details	<input type="checkbox"/> Registered Address	<input type="checkbox"/> E-mail address

B. Security and KYC Details [to be filled in by the First Holder]

Name of the Issuer Company	Folio No(s)	
Face value of Securities	Number of Securities	
Distinctive number of Securities (Optional)	From	To
E-mail Address		
Mobile Number		

C. I/We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

Name(s) of the Security holder(s) in Capital as per PAN <small>Copies of PAN of all the Holder(s) duly self-attested with date to be enclosed with this Form</small>	PAN	PAN Linked to Aadhaar -Y/N Tick any one [✓] *
1.		Yes / No
2.		Yes / No
3.		Yes / No
4.		Yes / No

Note: * PAN shall be valid only if it is linked to Aadhaar by March 31, 2022, or any other date as may be specified by CBDT.

To know the status of your PAN Linked to Aadhaar check on this link: <https://www.incometax.gov.in/iec/foportal>

Bank Account Details of First Holder

Name of the Bank & Branch	IFSC
Bank A/c No.	Tick any one [✓]- Acct type <input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> NRO <input type="checkbox"/> NRE <input type="checkbox"/> Any other []

Note: Original cancelled cheque leaf bearing the name of the first holder is mandatory, failing which first security holder shall submit copy of bank passbook / statement attested by the Bank for registering the Bank Account details.

Demat Account Number	16 digit DP/CL []
----------------------	--------------------

Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.

Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our above folio(s) (use Separate Annexure if extra space is required) in which I / we are the holder(s).
[strike off what is not applicable]

Declaration: All the above facts and documents enclosed are true and correct.

	First Holder	Joint Holder - 1	Joint Holder - 2	Joint Holder - 3
Signature				
Name				
Address				
PIN				

Note: If the address mentioned above differs from the address registered with the Company, you are requested to record the new address by submitting the documents as specified in point (3) overleaf.

I/We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

No.	✓	Document/Information/Details	Instruction/Remark
1	<input type="checkbox"/>	PAN of (all) the (joint) holder(s)	PAN copies of all the holder(s) duly self-attested with date to be enclosed. PAN shall be valid only if it is linked to Aadhaar by March 31, 2022, or any date as may be specified by the CBDT. For Exemptions / Clarifications on PAN, please refer to Objection Memo as specified in SEBI circular.
2	<input type="checkbox"/>	Demat Account Number	Provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.
3		Proof of Address of the first Holder	<p>Provide self attested copy of any ONE of the documents, issued by a Govt. Authority, only if there is change in the address;</p> <ul style="list-style-type: none"> <input type="checkbox"/> Client Master List (CML) of your Demat Account, provided by the Depository Participant. <input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence/ Driving License/Flat Maintenance Bill* <input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old. <input type="checkbox"/> Identity card (with Photo) / document with address, issued by Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions. <input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken. <input type="checkbox"/> The proof of address in the name of the spouse* <p>* Kindly provide additional self-attested copy of Identity Proof of the holder/ claimant.</p>
4	<input type="checkbox"/>	Bank details	Provide the latest copy of the bank statement with details of bank name, branch, account number and IFSC or Original cancelled cheque leaf bearing the name of first holder. Alternatively, Bank details available in the CML as enclosed will be updated in the folio.
5	<input type="checkbox"/>	E-mail address	As mentioned on Form ISR-1, alternatively the E-mail address available in the CML as enclosed will be updated in the folio.
6	<input type="checkbox"/>	Mobile	As mentioned on Form ISR-1, alternatively the mobile number available in the CML as enclosed will be updated in the folio.
7	<input type="checkbox"/>	Specimen Signature	Provide banker's attestation of the signature of the holder(s) as per Form ISR – 2 and Original cancelled cheque leaf bearing the name of the first holder.
8		Nomination	<p>Submit Form(s) as per any ONE of the following options.</p> <ul style="list-style-type: none"> <input type="checkbox"/> SH-13 For First Time Nomination <input type="checkbox"/> SH-14 For Cancellation or Variation in Nomination <input type="checkbox"/> SH-14 and ISR-3 For Cancellation of Nomination and to "Opt-Out" <input type="checkbox"/> ISR-3 To "OPT-Out" of Nomination or if No-Nomination is required

Note: All the above forms are also available on our website..





Form ISR – 2

(SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03,2021)

Confirmation of Signature of Securities Holder by the Banker

Serial No :

as mentioned in KYC Form

1. Bank Name and Branch	<input type="text"/>		
2. Bank contact details	<input type="text"/>		
Postal Address	<input type="text"/>		
Mobile/Tel number	<input type="text"/>		
E-mail address	<input type="text"/>		
3. Bank Account number	<input type="text"/>	attach original cancelled cheque leaf	
4. Account opening date	<input type="text"/>		
5. Account holder's PAN	Account Holder's Name		
i) <input type="text"/>	i) <input type="text"/>		
ii) <input type="text"/>	ii) <input type="text"/>		
iii) <input type="text"/>	iii) <input type="text"/>		
iv) <input type="text"/>	iv) <input type="text"/>		
6. Latest photograph of the account holder(s)			
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
i)- Holder Photo	ii)- Holder Photo	iii)- Holder Photo	iv)- Holder Photo
7. Account holder(s) details as per Bank Records			
a) Address	<input type="text"/>		
	<input type="text"/>		
	<input type="text"/>		
b) Mobile/Tel number	<input type="text"/>		
c) Email address	<input type="text"/>		
d) Signature(s) of the Holder(s)			
i) 	<input type="text"/> Bank Manager's Signature and Bank Seal		
ii) 			
iii) 			
iv) 			
-- (To be Mandatorily Filled by the Bank Official) --			
Place: <input type="text"/>	Name of the Bank Manager : <input type="text"/>		
Date: <input type="text"/>	Employee Code : <input type="text"/>		
Mobile / Tel no: <input type="text"/>	Email_id : <input type="text"/>		

Form ISR - 3

Declaration Form for Opting-out of Nomination by Holders of Physical Securities in Listed Companies

(SEBI circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2021/655 dated November 03, 2021)

To:

Date: / /

Name of the Company :

Address of the Company :

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

Nature of Securities	Folio No.	No. of Securities *	Certificate No.	Distinctive No(s) (From – To)
Tick ✓ as relevant				
Equity / Debentures				

I / We the holder(s) of the securities particulars of which are given hereinabove, **do not wish to nominate** any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

I/ We understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Signature(s) as per Specimen recorded with the Company.

	First Holder	Joint Holder -1	Joint Holder -2	Joint Holder -3
Signature				
Name				

Witness Details:

Name of Witness		Signature	
Address of Witness			
	Pin: _____	Date	

* Use of ISR-3 (ie to Opt-Out of Nomination OR if "No_Nomination" is required by the investor) will be applied for the entire securities against the said Folio.

Form ISR-4

(Refer circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 on Issuance of Securities in dematerialized form in case of Investor Service Requests)

Request for issue of Duplicate Certificate and other Service Requests

(for Securities - Shares / Debentures / Bonds, etc., held in physical form)

Date: ___ / ___ / _____

A. Mandatory Documents / details required for processing all service request:

I / We are submitting the following documents / details and undertake to request the Depository Participant to dematerialize my / our securities within 120 days from the date of issuance of Letter of Confirmation, received from the RTA/Issuer Company (tick I as relevant, refer to the instructions):

- Demat Account No. (If available):
Provide Client Master List (CML) of your Demat Account from the Depository Participant*
- Provide the following details, if they are not already available with the RTA (see [SEBI circular dated November 03, 2021](#) in this regard)

PAN	Specimen Signature
Nomination / Declaration to Opt-out	

* (Your address, e-mail address, mobile number and bank details shall be updated in your folio from the information available in your CML). You can authorize the RTA to update the above details for all your folios. In this regard, please refer to and use [Form ISR-1](#) in [SEBI circular dated November 03, 2021](#).



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Securities and Exchange Board of India

B. I / We request you for the following (tick relevant box)

<input type="checkbox"/> Issue of Duplicate certificate	<input type="checkbox"/> Claim from Unclaimed Suspense Account
<input type="checkbox"/> Replacement / Renewal / Exchange of securities certificate	<input type="checkbox"/> Endorsement
<input type="checkbox"/> Sub-division / Splitting of securities certificate	<input type="checkbox"/> Consolidation of Folios
<input type="checkbox"/> Consolidation of Securities certificate	<input type="checkbox"/> Transmission
<input type="checkbox"/> Transposition (<i>Mention the new order of holders here</i>)	

C. I / We are enclosing certificate(s) as detailed below**:

Name of the Issuer Company	
Folio Number	
Name(s) of the security holder(s) as per the certificate(s)	1. 2. 3.
Certificate numbers	
Distinctive numbers	
Number & Face value of securities	

** Wherever applicable / whichever details are available

D. Document / details required for specific service request:

- I. Duplicate securities certificate



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Securities and Exchange Board of India

II. Claim from Unclaimed Suspense Account

Securities claimed (in

numbers)

(in words)

- III. Replacement / Renewal / Exchange of securities certificate
(that is defaced, mutilated, torn, decrepit, worn out or where the page on the reverse is fully utilized)
- IV. Endorsement
- V. Sub-division / Splitting of securities certificate
- VI. Consolidation of securities certificate/Folios
- VII. Transmission
- VIII. Transposition

Provide / attach original securities certificate(s) for request for item numbers III to VIII above.

Declaration: All the above facts stated are true and correct to best of my / our knowledge and belief.

	Security Holder 1 / Claimant	Security Holder 2	Security Holder 3
Signature	✓	✓	✓
Name	✓	✓	✓



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Securities and Exchange Board of India

Full address	✓		
PIN	✓ 00 00000000	00000000	00000000

After processing the service request, the RTA shall issue a 'Letter of Confirmation' to the securities holder/claimant, which is valid only for 120 days. Using this 'Letter of Confirmation', the securities holder/claimant shall request the DP to dematerialize the securities, failing which the securities shall be credited to the Suspense Escrow Demat Account of the Company.