# 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 31.03.2018 under regulation 34(1).

Thanking you

Yours Faithfully
For Rishab Special Yarns Limited

RISHAB SPECIAL YARNS LIMITED JAIPUR

Managing Director
DIN: 00349697

# RISHAB SPECIAL YARNS LTD.

30th
ANNUAL REPORT
2017-18

*Board of Directors :*
SHRI AMITABH HIRAWAT
SMT. ARTI HIRAWAT
SHRI SHASHANK HIRAWAT
SHRI PRADEEP LOIWAL
SHRI KAMAL KISHORE KALANI

*Company Secretary :*
NIDHI JAIN

*Auditors :*
STATUTORY :
JAIN SHRIMAL & CO.
Chartered Accountants

*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

*Secratarial :*
SUNITA GARG & ASSOCIATES
Company Secretary

**RISHAB SPECIAL YARNS LIMITED**
REGD. OFFICE : 2070 RASTA BARA GANGORE, JOHARI BAZAR, JAIPUR-302003
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**NOTICE**

Notice is hereby given that the 30th 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 **Sunday, 30th September, 2018** 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, 2018** and the Profit and Loss Account for the year ended **March 31, 2018** and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Arti Hirawat (DIN 00349855), who retires by rotation and, being eligible, offers herself 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."

FOR AND ON BEHALF OF THE BOARD

RISHAB SPECIAL YARNS LTD. JAIPUR

| | |
|---|---|
| (AMITABH HIRAWAT) | (ARTI HIRAWAT) |
| MANAGING DIRECTOR | DIRECTOR |
| (DIN 00349697) | (DIN: 00349855) |

**Registered Office :**
2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur – 302003
Dated: 006/09/2018

**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, 2018 to 30th September, 2018 (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 e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
16. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
    - i) Transferees' PAN Cards for transfer of shares,
    - ii) Legal heirs' PAN Cards for transmission of shares,
    - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
    - iv) Joint holders' PAN Cards for transposition of shares.

17. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2017-2018 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:

**SMT. ARTI HIRAWAT**

| | | |
|---|---|---|
| Designation | : | Woman Director |
| Date of Birth | : | 26.02.1961 |
| Date of Appointment | : | 27.10.2014 |
| DIN | : | 00349855 |
| Education | : | B.A. |
| Experience | : | 30 Years in Business |
| Expertise | : | TEXTILE |
| Other Directorship | : | Shashwin Textile Ltd. |
| Committee membership | : | 2 |
| Committee Chairmanship | : | 1 |
| Shareholding in RSYL on 31st March, 2018 | : | 54000 |

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 26.09.2018 at 9 AM and ends on 28.09.2018 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. 2018 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) The shareholders should log on to the e-voting website www.evotingindia.com.

iv) Click on Shareholders / Members.

v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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.<br>• 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 (v). |

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

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

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

(xviii) 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.

(ixx) **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.**

(xx) **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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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-2018.
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 30thSeptember, 2018 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

RISHAB SPECIAL YARNS LTD. JAIPUR

(AMITABH HIRAWAT)
MANAGING DIRECTOR
(DIN 00349697)

(ARTI HIRAWAT)
DIRECTOR
(DIN: 00349855)

**Registered Office :**
2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur – 302003
Dated: 06/09/2018

**RISHAB SPECIAL YARNS LIMITED**
REGD. OFFICE : 2070 RASTA BARA GANGORI, JOHARI BAZAR, JAIPUR-302003
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## 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, 2018.

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

**FINANCIAL RESULTS** — **Amount in rupees**

| | 2018 | 2017 |
|---|---|---|
| Net Sales/ Income From Operations | - | - |
| Other Income | 192911 | 245500 |
| Profit/(Loss) before depreciation, finance cost, exceptional items & taxes. | (571661) | (415851) |
| Less: Finance Cost | 2006 | 446 |
| Profit/(Loss) before depreciation, exceptional items & taxes. | (573667) | (416298) |
| Less : Depreciation | - | - |
| Profit/(Loss) before exceptional items & taxes | (573667) | (416298) |
| Exceptional items : Profit on sale of land & building | - | - |
| Profit/(Loss) before tax | (573667) | (416298) |
| Provision for Taxation | - | - |
| Profit/ (Loss) after tax | (573667) | (416298) |
| Balance Brought forward from the last year | (107620574) | (107204276) |
| Balance Carried to Balance Sheet | (108194241) | (107620574) |

**2. Dividend**

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

**3. Reserves**

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

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

**PERFORMANCE :** Due to financial constraints, manufacturing activities stand discontinued. During the year under review company has incurred a loss of Rs. 5.74 lakhs from non operating expenses in comparison to Rs. 4.16 lakhs in previous year. The increase in expenses during the year is due to increase in Listing Fees and the expenses related to excise duty of Rs. 101632/- paid under protest earlier now booked as expenses on decision of CESTAT. The Basic and diluted EPS during the year is Rs. (0.16) as compare to Rs. (0.12) in previous year. There are no separate divisions in the company so division wise working details are not applicable. The management is examining various options to gainfully utilize factory assets at Abu Road.

**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. Change in the nature of business, if any:** There is no change in the nature of business of the company during the year..

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

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

7. **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**
The Company's Appeal with CESTAT was heard on 28.08.2017 and was decided in company's favor. Hence the contingent liability of the company, in the current Annual Report, has reduced by Rs. 83.36 lakh, from the Annual Report of earlier years.

8. **Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**
The company has adequate internal financial controls with reference to financial statement. 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.

9. **Details of Subsidiary/Joint Ventures/Associate Companies**
There is no company which either have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year. So no statement about subsidiary company(ies) is required to be given.

10. **Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.**
There is no subsidiaries, associates and joint venture companies of the company so report on the performance and financial position of these are not applicable to the company.

11. **Deposits**
The details relating to deposits, covered under 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. 2,03,12,182/- and the year-end balance of loans taken from such parties was Rs. 1,80,06,405/-.Apart from above the company has not accepted any deposits.
(a) accepted during the year Rs. 5,44,169/- paid during the year Rs. 23,15,150/-
(b) remained unpaid or unclaimed as at the end of the year; Rs. 1,80,06,405/-.
(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- There is no default in repayment of interest or deposit during the year.
(i) at the beginning of the year;: NIL
(ii) maximum during the year; : NIL
(iii) at the end of the year;: NIL
There is no such deposits which are not in compliance with the requirements of Chapter V of the Act;

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

13. **Explanation or Comments by the Board on every qualification, reservation or adverse remark or disclaimer made in :**
   i) **Auditors' Report**
   There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report so the explanations or comments by the Board 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.

14. **Share Capital**

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

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

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

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

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

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

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

18. **Directors:**

A) **Changes in Directors and Key Managerial Personnel**
Smt. Arti Hirawat, retires by rotation and being eligible offer herself for re-appointment. Miss Nidhi Jain has resigned from Company Secretary from 30.04.2018.
There is no change in key managerial person during the year. Miss Nidhi Jain resigned as Company Secretary from 30.04.2018

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

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

19. **Number of meetings of the Board of Directors:**
The Board have met 10 times and independent directors once during the year ended 31st March, 2018.

20. **Detail of Committee of Directors:** Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each committee during the financial year 2017-18 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.

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

22. **Policy on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matters provided under sub-section (3) of section 178:** The details is given in Corporate Governance Report forming part of this report.

23. **Particulars of loans, guarantees or investments under section 186:** There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

24. **Particulars of contracts or arrangements with related parties:** There is no transaction with related party which requires disclosure under section 134(3)(h) of the Companies Act, 2013 and Rule8(2) of the Companies (Accounts) Rules, 2014.

25. **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.

26. **Secretarial Audit Report** A Secretarial Audit Report for the year ended on 31st March 2018 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.

27. **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 Practicing Chartered Accountant in this regard is annexed as Annexure – II, hereto and forms a part of the report.

28. **Risk management policy:** During the year, Management of the Company, evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various directors in monitoring and mitigation of risk and reporting process. The Risk Management Policy has been reviewed and found adequate to the requirements of the company.

29. **MANAGEMENT DISCUSSION & ANALYSIS :** This has been included as a separate Annexure - III to this Report.

30. **Directors' Responsibility Statement :** Pursuant to the requirements of section 134(1)( c) of the Companies Act, 2013 and on the basis of explanation and compliance certificate given by the Directors of the Company, and subject to disclosures in the Annual Accounts and also on the basis of discussions with the Statutory Auditors of the company from time to time, we state as under :
    (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.

31. **Depository System :** The company's shares can now be traded in electronic form. The company has entered into an agreement with CDSL to act as depository and for dematerialization of shares. CDSL has issued ISIN INE351DO1013 and activated the same as on 25th August, 2014. Some of the shareholders have already dematerialized the shares to electronic form but most of shares till date are in physical form. The shareholders are requested to convert their physical holding to demat form.

32. **Business Responsibility Report :** Business Responsibility Report is attached as Annexure-VI.

33. **Employees :** None of the employees of the company is in receipt of Remuneration of Rs. 60,00,000/- or more per annum 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

34. **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.

35. **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.

36. **Acknowledgements:** The Board gratefully acknowledges the co-operation and support given by the Shareholder, Creditors, Bank and financial institutions and others..

FOR AND ON BEHALF OF THE BOARD

RISHAB SPECIAL YARNS LIMITED JAIPUR

Arti Hirawat

**Registered Office :**
2070, Rasta Bara Ganagore,
Johari Bazar, Jaipur – 302003
Dated: 06/09/2018

(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

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 it's operations, make disclosures and comply with various laws and regulations. Emphasis therefore is on adding value to it's shareholders, investors, employees, suppliers, customers and the community at large.

   **Declaration for Compliance with Code of Conduct :** Pursuant to 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, 2018.

   **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).

2. **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, 2017, 30th May 2017, 31ST July 2017, 14teenth August 2017, 05TH September 2017, 13teenth September 2017, 2nd October 2017, 14teenth November 2017, 14teenth February 2018, and 28th March 2018. The Board was presented with the relevant and necessary information at it's meetings. The attendance of each Director at the Board Meeting during the year and at the last Annual General Meeting and Extra Ordinary General Meeting and also the other Companies and Committees where he is a director/member is tabulated below:

| Name of Directors | Category | Attendance Particulars | | No of other Directorship and Committee Member/Chairmanship | | |
|---|---|---|---|---|---|---|
| | | Board Meeting | Last AGM/ EOGM | Other Directorship | Committee Membership | Committee Chairmanship |
| Sh. Amitabh Hirawat | Managing Director & Promoter | 10 | 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 | 10 | Yes | 1 | 2 | - |
| Sh. Shashank Hirawat | Non Executive Director & Promoter | 10 | 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. | 7 |
| Sh. Kamal Kishore Kalani | Non executive Chairman of the committee Independent | B.Com., F.C.A. | 7 |
| Smt. Arti Hirawat | Non Executive Member of the Committee | B.A. | 7 |

During the year under review, the audit committee met 7 times on 30.05.2017, 31.07.2017, 14.08.2017, 05-09-2017, 13.-09-2017, 14.11.2017 and 14.02.2018. It's meetings were also attended by the Managing Director and the Statutory Auditors.

The Chairman of the audit committee along with other members attended the last Annual General Meeting of the company held on 29th September, 2017..

**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 1 meeting of Nomination and Remuneration Committee were held on 05.09.2017.

**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 31.03.2018.

During the year 22 meetings of share transfer committee/investor's grievance committee were held on 30.06.2017, 05.07.2017, 05.08.2017, 12.08.2017, 23.08.2017, 28.08.2017, 18.09.2017, 29.09.2017, 15.10.2017, 30.10.2017, 12.11.2017, 30.11.2017, 13.12.2017, 27.12.2017, 30.12.2017, 04.01.2018, 15.01.2018, 19.02.2018, 13.03.2018, 21.03.2018, 23.03.2018 and 28.03.2018. During this year 379900 shares of 10 shareholders were dematted, 400 shares of 3 share holders were transferred and name of one shareholder deleted.

**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 |
|---|---|---|---|---|
| 27th AGM | 28.09.2015 | 12 Noon | 2070, Rasta Bara Gangore, Jaipur-302003 | - |
| 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 | - |

**There was no special resolution passed in the financial year 2017-18 by postal ballot. As of date, there is no proposal to pass any resolution by postal ballot.**

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

There were no instances of material non-compliance and no major strictures or penalties imposed on the company either by SEBI, Stock Exchange or any statutory authorities on any matter related to capital markets during the last three years. Listing Fees of Bombay Stock Exchange is cleared upto 31st March 2018.

**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:**

30th Annual General Meeting

| | | |
|---|---|---|
| Date & Time | : | 30th September, 2018 at 12 : 00 Noon |
| Venue | : | 2070, Rasta Bara Gangore, Johari Bazar, Jaipur-302 003 |
| Financial Calendar for the year 2018 - 2019 | | |
| Financial Year | : | 1st April 2018 to 31st March, 2019 |
| First Quarter Results | : | Second Week of August, 2018 |
| 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, 2018 (Both days inclusive) |

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

**List of Stock Exchanges:**

The Bombay Stock Exchange Ltd., Mumbai
The Delhi Stock Exchange Ltd., New Delhi (Now Defunct)
Jaipur Stock Exchange Limited, Jaipur (Now Defunct)

The company had paid Annual Listing fees of the Bombay Stock Exchange, Mumbai up to 2017-18, 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 200 shares were traded at Bombay Stock Exchange as on 24.11.2011 at an weighted average rate of Rs. 10.07 per share. There was no other trading of Company's shares during the year. No trading was done in other Stock Exchanges during the year. Performance in comparison to other index is not possible because no 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, 2018 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, 2018**

| Shareholding | | No. of Shares | | | %age of Shares | | | No. of Share Holders | | | %age of Share Holders | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| From | To | Demat | Physical | Total | Demat | Physical | Total | Demat | Physical | Total | Demat | Physical | Total |
| 1 | 500 | 4800 | 1639020 | 1643820 | 0.135 | 46.031 | 46.166 | 32 | 13491 | 13523 | 0.232 | 97.932 | 98.164 |
| 501 | 5000 | 4600 | 288010 | 292610 | 0.129 | 8.089 | 8.218 | 3 | 230 | 233 | 0.021 | 1.670 | 1.691 |
| 5001 | 10000 | 0 | 53600 | 53600 | 0.000 | 1.505 | 1.505 | 0 | 7 | 7 | 0.000 | 0.051 | 0.051 |
| 10001 | & Above | 1195270 | 375400 | 1570670 | 33.568 | 10.543 | 44.111 | 10 | 3 | 13 | 0.073 | 0.021 | 0.094 |
| Total | | 1204670 | 2356030 | 3560700 | 33.832 | 66.168 | 100.000 | 45 | 13731 | 13776 | 00.326 | 99.673 | 100.000 |

**Physical / Eletronic share holding pattern :** 33.832% equity shares have been dematrialised as on 31st March, 2018 and balance 66.168% 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.

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

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

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

**Annexure –II :**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To the Shareholders of Rishab Special Yarns Limited

We have examined the compliance of conditions of Corporate Governance by Rishab Special Yarns Limited for the year ended on 31st March, 2018 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, 2018.

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: 04/09/2018

FOR SUNITA GARG & ASSOCIATES
Company Secretaries
(SUNITA GARG)
Prop.

**RISHAB SPECIAL YARNS LIMITED**
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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: 06/09/2018

SPECIAL YARNS JAIPUR LIMITED

Amitabh Hirawat
Managing Director
DIN 00349697

**RISHAB SPECIAL YARNS LIMITED**
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**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 to utilize the existing land and building at Abu Road, gainfully.

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

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

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

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

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

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

**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 | 2018 | 2017 |
|---|---|---|
| Earning | Nil | Nil |
| Outgo | Nil | 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 2018, the Statement of Profit & Loss, the Statement of Cash Flow and the Statement of Changes in Equity for the year ended 31-03-2018 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 : 06/09/2018
Note: Company presently has no C.F.O.

RISHAB SPECIAL YARNS LIMITED JAIPUR

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

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**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.rishabsecial.com, Email id: rsyltd@gmail.com,**
**Financial Year Reported: 2017-18**
**Sector: The company is in the Textile Sector NIC Code 2030. At present there is no product being produced by the company. Company is not working at any location as of now.**

**Section B : Financial Detail of the Company**
**Paid up Capital INR 35607000/-, Total Turnove : Nil, Total Profit/ (Loss) after taxes:** INR (573667)
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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**Annexure- VII**
**FORM No. MGT-9**
**EXTRACT OF ANNUAL RETURN**
As on financial year ended on 31st March, 2018

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

**I. REGISTRATION AND OTHER DETAILS:**

| | | |
|---|---|---|
| 1 | CIN | L17114RJ1987PLC004067 |
| 2 | Registration Date | 17/08/1987 |
| 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. So,there is no business activity during the year. Earlier the company was doing the business as mentioned below:

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

i) Category-wise Share Holding

| | No. of Shares held at the beginning of the year [As on 31-March-2017 | | | | No. of Shares held at the end of the year [As on 31-March-2018] | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A. Promoter s** | | | | | | | | | |
| **(1) Indian** | | | | | | | | | |
| a) Individual/ HUF | 487170 | 435800 | 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)** | 818970 | 756000 | 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 | 5800 | 1960930 | 1966730 | 55.24 | 6900 | 1959830 | 1966730 | 55.24 | - |
| 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 | - |
| Overseas Corporate Bodies | - | - | - | - | - | - | - | - | - |
| Foreign Nationals | - | - | - | - | - | - | - | - | - |
| Clearing Members | - | - | - | - | - | - | - | - | - |
| Trusts | - | - | - | - | - | - | - | - | - |
| Foreign Bodies - D R | - | - | - | - | - | - | - | - | - |
| **Sub-total (B)(2):-** | **5800** | **1979930** | **1985730** | **55.77** | **6900** | **1978830** | **1985730** | **55.77** | - |
| Total Public Shareholding **(B)=(B)(1)+ (B)(2)** | **5800** | **1979930** | **1985730** | **55.77** | **6900** | **1978830** | **1985730** | **55.77** | - |
| C. Shares held by Custodian for GDRs & ADRs- | - | - | - | - | - | - | - | - | - |
| **Grand Total (A+B+C)** | **824770** | **2735930** | **3560700** | **100.00** | **1204670** | **2356030** | **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<br>Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc): | - | - | 1574970 | 44.23 |
| | At the end of the year | **1574970** | 44.23 | **1574970** | 44.23 |

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

| 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 31.03.2018 | |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 | - | - | 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 31.03.2017 | |
|---|---|---|---|---|---|---|---|---|---|
| | | 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 Kishore Kalani | - | - | - | - | - | - | - | - |

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 | - | 19777386 | - | 19777386 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| **Total (i+ii+iii)** | - | **19777386** | - | **19777386** |
| **Change in Indebtedness during the financial year** | | | | |
| * Addition | - | 544169 | - | 544169 |
| * Reduction | - | 2315150 | - | 2315150 |
| **Net Change** | - | **1770981** | - | **1770981** |
| **Indebtedness at the end of the financial year** | | | | |
| i) Principal Amount | - | 18006405 | - | 18006405 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| | | | | |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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

**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 | 120000 | NIL | NIL |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL | 120000 | 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** | **120000** | **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**
COMPANY SECRETARIES
S-23-24, KIRTI NAGAR, TONK ROAD, JAIPUR
E-mail ID : sunita.fcs@gmail.com
Contact No. 9351511351

**ANNEXURE - VIII**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT** FOR THE FINANCIAL YEAR ENDED 31.03.2018
**[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]**

TO,
The Members
**Rishab Special Yarns Limited**
2070, Rasta Bara Gangrore, Johari Bazar, Jaipur-302003 (Rajasthan)

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

Based on our verification of **Rishab Special YARNS Limited, (Company's)** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year 01.04.2017 to 31.03.2018 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 31.03.2018, according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder as may be applicable;

(v) The following Regulations and Guidelines prescribed under the Securities and 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 defunct now.

*Physical / Electronic share holding pattern: 33.832% equity shares have been dematerialized as on 31st March, 2018 and balance 66.168% 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

For Sunita Garg & Associates
Company Secretaries
FCS:4716

Place: Jaipur
Date: 04.09.2018

SUNITA GARG
CP No.: 4671

**Jain Shrimal & Co.**
Chartered Accountants
62, Gangwal Park, M. D. Road, Jaipur-302004 • Phone: 0141-2613966

## INDEPENDENT AUDITOR'S REPORT

**The Members**
**Rishab Special Yarns Limited**
**Jaipur**

**Report on the Financial Statements:** We have audited the accompanying financial statements of Rishab Special Yarns Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss , the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (herein after referred to as "Ind AS Financial Statements ")

**Management's Responsibility for the Financial Statements:** The Company's Board of Directors is responsible for the matters specified in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility:** Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

**Opinion:** In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, 2018 ,its Cash Flow, its changes in Equity and its Losses for the year ended on that date.

**Emphasis of Matters**

*(a) Para 1 of Note 2 of Notes on Accounts which states that due to incurrence of continuous losses year after year the Company discontinued its business operations during the year 2005-06 and since then the Company could not revive the business. Added to this situation as per financial statements Company's net worth has already fully eroded.*

JAIN SHRIMAL & CO.
FRN-001704C
JAIPUR
CHARTERED ACCOUNTANTS

*(b) Para 2 of Note 2 of Notes on Accounts which describes the uncertainty related to the outcome of the legal suits filed by the company against the demand raised by the Textile Committee.*

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 Act, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order.

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

   a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c) the Balance Sheet, Statement of Profit and Loss, Statement of changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the books of account;

   d) in our opinion, the Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and the statement of Cash Flow comply with the Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rules of the Companies ( Indian Accounting Standards) Rules, 2015;.

   e) on the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 to 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 Shrimal & Co.**
Chartered Accountants
(FRN. 001704C)

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

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

Place: Jaipur
Dated: 30.05.2018

**Re: Rishab Special Yarns Ltd.**

**Annexure "A" attached to the Independent Auditors' Report dated 30.05.2018**

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

(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) Since there is no closing stock of inventory, physical verification of inventory is not required.

(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, there are no loans, instruments, guarantees, and securities for which compliance with the provisions of section 185 and 186 of the Act may be called for.

(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, in view of no business activities carried on by the company during the year under audit, 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, sales-tax, service tax, duty of customs, duty of excise, value added tax, 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 have not been deposited on account of any dispute:

(viii) As per information & explanations given to us there are no outstanding of loans or borrowings from financial institutions, banks, governments or dues to debenture holders and hence question of default in repayment there-of does not arise.

(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 for during the year by the company.

(xii) The company is not a Nidhi Company, hence clause (xii) of para 3 of the Order is not applicable to the company.

(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

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

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

Place: Jaipur
Dated: 30.05.2018

**Annexure "B" attached to the Independent Auditor's Report dated 30.05.2018**

**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, 2018 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, 2018, 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

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

Place: Jaipur
Dated: 30.05.2018

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

**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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**BALANCE SHEET AS AT 31ST MARCH 2018** (Amount in Rs.)

| Particulars | Note No. | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **1. Non-Current Assets** | | | | |
| **(A) Property, Plant and Equipment** | 3 | 2,598,783 | 2,598,783 | 2,598,783 |
| **(B) Financial Asset** | | | | |
| (i) Investments | 4 | 25,500 | 25,500 | 25,500 |
| (ii) Trade receivables | | | | |
| **(C) Deferred tax assets (net)** | | | | |
| **2. Current Assets** | | | | |
| **(A) Inventories** | | | | |
| **(B) Financial Assets** | | | | |
| (i) Trade receivables | | | | |
| (ii) Cash and cash equivalents | 5 | 84,313 | 35,388 | 1,015,230 |
| (iii) Loans | 6 | - | 1,611,185 | 1,436,634 |
| **(C) Other current assets** | 7 | 1,135,060 | 1,920,879 | 1,918,820 |
| **TOTAL** | | **3,843,656** | **6,191,735** | **6,994,967** |
| **EQUITY AND LIABILITIES** | | | | |
| **(1) Equity** | | | | |
| (a) Equity Share capital | 8 | 35,716,000 | 35,716,000 | 35,716,000 |
| (b) Other Equity | 9 | (51,791,606) | (51,217,939) | (50,801,641) |
| **(2) Liabilities** | | | | |
| **(A) Non-current liabilities** | | | | |
| **(a) Financial Liabilities** | | | | |
| (i) Borrowings | 10 | 17,080,000 | 19,080,000 | 19,580,00 |
| (ii) Trade payables | | | | |
| (b) Provisions | 11 | 427,681 | 427,681 | 427,681 |
| **(B) Current liabilities** | | | | |
| **(a) Financial Liabilities** | | | | |
| (i) Borrowingss | 12 | 926,405 | 697,386 | 599,785 |
| (ii) Trade payables | 13 | 980,657 | 986,126 | 957,061 |
| (b) Other current liabilities | 14 | 504,519 | 502,481 | 516,081 |
| **Total Equity and Liabilities** | | **3,843,656** | **6,191,735** | **6,994,967** |
| **Significant Accounting Polilies & Notes on Accounts** | 1 to 19 | | | |

In terms of our report of even date
For **Jain Shrimal & Co.**
Chartered Accountants

JAIN SHRIMAL & CO. CHARTERED ACCOUNTANTS FRN-001704C JAIPUR

(S. K. Jain)
Partner
M.No. 10145
Place : Jaipur
Dated: 30.05.2018

For and on behalf of Board of Directors

(Amitabh Hirawat)
Managing Director
DIN : 00349697

RISHAB SPECIAL YARNS LIMITED JAIPUR

(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
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**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2018**

(Amount in Rs.)

| Particulars | Note No. | For the Year Ended on 31.03.2018 | For the Year Ended on 31.03.2017 |
|---|---|---|---|
| **Income:** | | - | - |
| Revenue From Operations | | | |
| Other Income | 15 | 192,911 | 245,550 |
| **Total Income** | | **192,911** | **245,550** |
| **EXPENSES** | | | |
| Employee Benefit Expenses | 16 | 120,000 | 136,430 |
| Finance Cost | 17 | 2,006 | 446 |
| Other Expenses | 18 | 644,571 | 524,972 |
| **Total Expenses** | | **766,578** | **661,848** |
| Profit (Loss) before Tax | | (573,667) | (416,298) |
| Tax expense: | | | |
| (1) Current tax | | | |
| (2) Deferred Tax | | - | - |
| **Total Tax Expenses** | | - | - |
| Profit/(loss) for the period | | (573,667) | (416,298) |
| Other Comprehensive Income | | - | - |
| Earnings per equity share | | | |
| (1) Basic | | (0.16) | (0.12) |
| (2) Diluted | | (0.16) | (0.12) |

In terms of our report of even date
For Jain Shrimal & Co.
Chartered Accountants

(S. K. Jain)
Partner
M.No. 10145
Place : Jaipur
Dated: 30.05.2018

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

For and on behalf of Board of Directors

(Amitabh Hirawat)
Managing Director
DIN : 00349697

RISHAB SPECIAL YARNS LIMITED JAIPUR

(Arti Hirawat)
Director
DIN : 00349855

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**STATEMENT OF CHANGES IN EQUITY**

**Equity Share Capital**
**A. Paid Up Capital**

**( Amount in Rs.)**

| Particulars | As at 31st March 2018 | | As at 31st March 2017 | | As at 1st April, 2016 | |
|---|---|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount | No. of Shares | Amount |
| **Balance at the beginning of the reporting period** | 3560700 | 35716000 | 3560700 | 35716000 | 3560700 | 35716000 |
| Changes in equity share capital during the year(Forfiture of shares) | - | - | - | - | - | - |
| **Balance at the end of the reporting period** | 3560700 | 35716000 | 3560700 | 35716000 | 3560700 | 35716000 |

**B. 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 | Other Reserves (General) | Retained Earnings | | |
| Balance at the beginning of the reporting period | 42,451,051 | - | 13,951,584 | (107,620,574) | - | 51,217,939) |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - |
| Profit for the year | - | - | - | (573,667) | - | (573,667) |
| 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 | 42,451,051 | - | 13,951,584 | (108,194,241) | - | (51,791,606) |

**Other Equity (Year 2016-17)**

**(Amount in Rs.)**

| Particulars | Reserves and Surplus | | | | Other items of Other Comprehensive Income (specify nature) | Total |
|---|---|---|---|---|---|---|
| | Capital Reserve | Securities Premium Reserve | Other Reserves (General) | Retained Earnings | | |
| Balance at the beginning of the reporting period | 42,451,051 | - | 13,951,584 | (107,204,276) | - | (50,801,641) |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - |
| Profit for the year | - | - | - | (416,298) | - | (416,298) |
| 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 | 42,451,051 | - | 13,951,584 | (107,620,574) | - | (51,217,939) |

In terms of our report of even date
For **Jain Shrimal & Co.**
Chartered Accountants

JAIN SHRIMAL & CO.
FRN-001704C
JAIPUR
CHARTERED ACCOUNTANTS

(S. K. Jain)
Partner
M.No. 10145
Place : Jaipur
Dated: 30.05.2018

For and on behalf of Board of Directors

(Amitabh Hirawat)
Managing Director
DIN : 00349697

RISHAB SPECIAL YARNS LIMITED
JAIPUR

(Arti Hirawat)
Director
DIN : 00349855

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## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2018

( Amount in Rs.)

| Particulars | YEAR ENDED 31.03.2018 | YEAR ENDED 31.03.2017 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES** | | |
| Net Profit/(Loss) Before Tax & Extraordinary Items | (573668) | (416,297) |
| **Adjustment for:-** | | |
| Interest Received | (138038) | (194550) |
| Rent Received | (48000) | (48000) |
| Depreciation | 0 | 0 |
| **Operating Profit Before Working Capital Changes** | **(759706)** | **(658847)** |
| Decrease (Increase ) in Sundry Debtors | 0 | 0 |
| Decrease (Increase ) in Other Current Assets | 785819 | (2059) |
| Increase (Decrease ) In Other Current liabilities | 2038 | (13600) |
| Increase (Decrease ) In Short Term Borrowings | 229019 | 97601 |
| Increase (Decrease ) In Trade Payables | (5469) | 29064 |
| **Total** | **1011407** | **111006** |
| **Cash Generated from Operating Activities (Total A)** | **251701** | **(547841)** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Increase in Short Term Loan & Advances | 1611186 | (174551) |
| Interest Received | 138038 | 194550 |
| Rent Received | 48000 | 48000 |
| **Net Cash flow from the Investing Activities (Total B)** | **1797224** | **67999** |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Increase in Share Capital | 0 | 0 |
| Increase/(Decrease) in Unsecured Loans | (2000000) | (500000) |
| **Total (C)** | **(2000000)** | **(500000)** |
| **Net Changes in Cash and Cash Equivalents (A+B+C)** | **48925** | **(979842)** |
| Cash and Cash Equivalents as at 1st April 2017 | 35388 | 1015230 |
| Cash and Cash Equivalents as at 31st March 2018 | 84313 | 35388 |

In terms of our report of even date
For **Jain Shrimal & Co.**
Chartered Accountants

Sd/-
**(S. K. Jain)**
Partner
M.No. 10145
Place : Jaipur
Dated: 30.05.2018

JAIN SHRIMAL & CO. CHARTERED ACCOUNTANTS FRN-001704C JAIPUR

For and on behalf of Board of Directors

**(Amitabh Hirawat)**
Managing Director
DIN : 00349697

**(Arti Hirawat)**
Director
DIN : 00349855

RISHAB SPECIAL YARNS LIMITED JAIPUR

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## 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.

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

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

v. **Depreciation :** As there are no Manufacturing or Business Operations since a pretty long time the Company has stopped providing depreciation on fixed assets.

vi **Taxes on Income :** Current tax is provided after allowing exemptions and deductions under the Income Tax Act, 1961. Deferred Tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and is capable of reversal in one or more subsequent 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, Johari Bazarj, Jaipur -302003, to carry on the business of manufacturing, processing, texturising, twisting, doubling, processing, packing, colorouring, dyeing, printing, bleaching, finishing, crimping, lenitting of polyester filament yarn, and all other types of yarns and fibres.

   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. Subsequently the company is trying to revive the business and evaluating various options to utilize its available assets gainfully.

2. **Contingent Liabilities – Not Provided For** **(Rs. in Lacs)**

| S No. | Particulars | Amount 31.03.2018 | Amount 31.03.2017 |
|---|---|---|---|
| | In respect of Cess demanded by Textile Committee under the Textile Committee (Cess) Rules, 1975, for the period from 1989 to 1997, against which company has filed writ petition at Raj. High Court for holding the levy of Cess and for setting aside the demand (Rs. 400000/- deposited under protest & Rs. 426749/- retained as security against the demand by The Office of NHAI land acquisition, Abu Road which is included in Deposits under the head Current Assets.) | 8.27 | 8.27 |

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

4. **Provision for Current and Deferred Tax :** No provision for tax for the year has been made in view of current year's loss and in view of uncertainty of future business deferred tax assets has not been recognized.

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 30 days.

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

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.

7. **Disclosure as required by "Accounting Standard 24: Discontinuing Operations" and "Accounting Standard 28: Impairment of Assets" :** The company was incurring heavy losses in textile business. Under the circumstances the Board of directors in their meeting held on 29.10.2005 decided to discontinue the business operations of the company and to sell the company's machinery & equipments and surplus land to repay the liabilities of the company. The company has sold entire Tangible Assets except part of building and part of land & furniture & fixtures.

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

**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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## NOTES TO FINANCIAL STAEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

### Note 3: Property Plant & Equipments

| Perticulars | GROSS BLOCK | | | | DEPRECIATION | | | | IMPAIRMENT LOSS | | | | NET BLOCK | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at 1.4.2017 | Addi-tion | Deduc-tion | As at 1.4.2018 | As at 1.4.2017 | During the Yr. | Deduc-tion | As at 1.4.2018 | As at 1.4.2017 | Addition During the Yr. | Deduction During the Yr. | As at 1.4.2018 | As at 31.3.2018 | As at 31.3.2017 |
| Lease Hold Land | 240056 | 0 | 0 | 240056 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 240056 | 240056 |
| Building | 14922815 | 0 | 0 | 14922815 | 6500637 | 0 | 0 | 6500637 | 6072062 | 0 | 0 | 0 | 2350116 | 2350116 |
| Furniture & Fixtures | 18000 | 0 | 0 | 18000 | 7389 | 0 | 0 | 7389 | 2000 | 0 | 0 | 2000 | 8611 | 8611 |
| **Total** | **15180871** | **0** | **0** | **15180871** | **6508026** | **6,074,062** | **0** | **6508026** | **6074062** | **0** | **0** | **6074062** | **2598783** | **2598783** |
| **As At 31.03.2017** | **15180871** | **0** | **0** | **15180871** | **6508026** | **6074062** | **0** | **6508026** | **6074062** | **0** | **0** | **6074062** | **2598783** | **2598783** |
| **As At 01.04.2016** | **15180871** | **0** | **0** | **15180871** | **6508026** | **6074062** | **0** | **6508026** | **6074062** | **0** | **0** | **6074062** | **2598783** | **2598783** |

### Note 4: Investments

**( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| **(Unsecured but Considered good)** | | | |
| National Savings Certificate pledge /Deposits With Govt. Deptts. | 25,500 | 25,500 | 25,500 |
| **Total** | **25,500** | **25,500** | **25,500** |

### Note 5: Cash and Cash Eqivalents

**( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| Cash in hand | 51,630 | 34,663 | 12,963 |
| Balance with Banks in Current Accounts | 32,683 | 725 | 1,002,267 |
| **Total** | **84,313** | **35,388** | **1,015,230** |

### Note 6: Short Term Loans & Advances

**( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| **(Unsecured but Considered good)** | | | |
| Loans & Advances to body corporates | - | 1,611,185 | 1,436,634 |
| **Total** | - | **1,611,185** | **1,436,634** |

### Note 7: Other Current Assets

**( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| **(Unsecured but Considered good)** | | | |
| Deposits with Govt. Deptt. | 879,651 | 1,681,283 | 1,681,283 |
| Advances recoverable in cash or in kind or for value to be received | 94,558 | 86,888 | 86,888 |
| GST Input | 9,634 | - | - |
| Income Tax Refundable | 137,580 | 133,313 | 133,313 |
| Income Tax Deducted at Source A.Y. 2018-19 | 13,637 | - | - |
| Income Tax Deducted at Source A.Y. 2017-18 | - | 19,395 | - |
| Income Tax Deducted at Source A.Y. 2016-17 | - | - | 17,336 |
| **Total** | **1,135,060** | **1,920,879** | **1,918,820** |

JAIN SHRIMAL & CO.
FRN-001704C
JAIPUR
CHARTERED ACCOUNTANTS

**NOTE 8 : SHARE CAPITAL** (Amount in Rs.)

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| **Authorised :** | | | |
| 60,00,000 Equity Shares of Rs 10/- each | 60,000,000 | 60,000,000 | 60,000,000 |
| **Issued and Subscribed :** | | | |
| 35,82,500 Equity Shares of Rs 10/- each | 35,825,000 | 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 | 35,607,000 |
| 21,800 Equity Shares of Rs. 10/- paid up Rs. 5/- Forfeited | 109,000 | 109,000 | 109,000 |
| **Total** | **35,716,000** | **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 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| Number of Shares outstanding at the beginning of the year | 3,560,000 | 3,560,000 | 3,560,000 |
| Add: Shares Issued during the year | - | - | - |
| Number of Shares outstanding at the end of the year | 3,560,000 | 3,560,000 | 3,560,000 |

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

| S. No. | Name of Shareholder | As at 31st March 2018 | | As at 31st March 2017 | | As at 31st March 2016 | |
|---|---|---|---|---|---|---|---|
| | | No. of Shares held | % of Holding | 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 | 305,360 | 8.58 |
| 2. | Shri Amitabh Hirawat | 324,800 | 9.12 | 324,800 | 9.12 | 324,800 | 9.12 |
| 3. | M/s Shakti Vijay Steels Pvt. Ltd. | 239,300 | 6.72 | 239,300 | 6.72 | 239,300 | 6.72 |
| 4. | M/s Trepechy Textiles Limited | 320,200 | 8.99 | 320,200 | 8.99 | 320,200 | 8.99 |
| | TOTAL | **1,189,660** | | **1,189,660** | | **1,189,660** | |

**Note 9: Other Equity** (Amount in Rs.)

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| (a) Capital Reserve | 42,451,051 | 42,451,051 | 42,451,051 |
| (b) General Reserve | 13,951,584 | 13,951,584 | 13,951,584 |
| (c) Surplus (Deficit) in Statement of Profit & Loss As per last Balance Sheet | (107,620,574) | (107,204,276) | (106,812,556) |
| Add: Net Profit (Loss) after tax transferred from Statement of Profit & Loss | (573,667) | (416,298) | (391,720) |
| Total ( c ) | (108,194,241) | (107,620,574) | (107,204,276) |
| **Total (a+b+c)** | **(51,791,606)** | **(51,217,939)** | **(50,801,641)** |

**Note 10: Long Term Borrowings** (Amount in Rs.)

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| **(UNSECURED )** | | | |
| Loans from Directors | - | 2,000,000 | 2,500,000 |
| Loans from Ex Director | 12,190,000 | 12,190,000 | 12,190,000 |
| Loans from Others | 4,890,000 | 4,890,000 | 4,890,000 |
| **Total** | **17,080,000** | **19,080,000** | **19,580,000** |

**The Long Term Borrowing are payable after 12 months.**

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

**Note 11: Long Term Provisions** **( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| Provision for Gratuity | 427,681 | 427,681 | 427,681 |
| **Total** | **427,681** | **427,681** | **427,681** |

**Note 12: Short Term Borrowings** **( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| **(Unsecured )** | | | |
| Loan from one of the Directors | 926,405 | 697,386 | 599,785 |
| **Total** | **926,405** | **697,386** | **599,785** |

**Note 13: Trade Payables** **( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| For Goods | 457,036 | 457,036 | 457,036 |
| For Services | 523,621 | 529,090 | 500,025 |
| **Total** | **980,657** | **986,126** | **957,061** |

**Note 14: Other Current Liabilities** **( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As At 01.04.2016 |
|---|---|---|---|
| Outstanding Expenses | 1,048 | - | 3,000 |
| Statutory Liabilities | 990 | - | 600 |
| Other Liabilities | 502,481 | 502,481 | 512,481 |
| **Total** | **504,519** | **502,481** | **516,081** |

**Note15: Other Income** **( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 |
|---|---|---|
| Rental Income | 48,000 | 48,000 |
| Interest Received | 138,038 | 194,550 |
| Provision no More Required written Back | - | 3,000 |
| Sundry Credit Balances Written Off | 6,873 | - |
| **Total** | **192,911** | **245,550** |

**Note16: Employee Benefits Expenses** **( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 |
|---|---|---|
| Salary | 120,000 | 136,430 |
| **Total** | **120,000** | **136,430** |

**Note 17: Finance Cost** **( Amount in Rs.)**

| Particulars | As at 31.03.2018 | As at 31.03.2017 |
|---|---|---|
| Bank Charges | 156 | 446 |
| Interest Paid | 1,850 | - |
| **Total** | **2,006** | **446** |

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

**Note 18: Other Expenses** (Amount in Rs.)

| Particulars | As at 31.03.2018 | As at 31.03.2017 |
|---|---|---|
| **Administrative Expenses** | | |
| Filing Fees | 5,400 | 25,800 |
| Legal & Professional Expenses | 40,000 | 48,000 |
| **Payment to Auditors** | | |
| As Audit Fee | 7,500 | 8,650 |
| Rates & Taxes | 45,923 | 52,088 |
| Electricity & Water Charges | 6,531 | 5,571 |
| Travelling Expenses | 9,863 | - |
| Postage & Telephone Expenses | 4,536 | 4,761 |
| Advertisement Expenses | 24,610 | 25,500 |
| Printing & Stationery | 85,973 | 68,300 |
| Depositary & Application Expenses | 17,105 | 16,660 |
| Stock Exchange Listing Fee | 287,500 | 229,000 |
| Sundry Balances Written Off | 3,192 | 14 |
| Excise Duty deposited under protest earlier year now Written Off | 101,632 | - |
| Web Site Expenses | 4,806 | 837 |
| Miscellaneous Expenses | - | 39,791 |

**Note 19: Related Parties Disclosures:**

**A. Relationship**

(i) Key Management Personnel & their relatives

Mr. Amitabh Hirawat – Managing Director

Smt. Arti 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/s Trepechy Trading Pvt. Ltd.

M/s Shashwin Textiles Limited

| **B. Transactions carried out during the year & their disclosures** | **2017-18** | **2016-17** |
|---|---|---|
| **Finance** | | |
| (i) Repayment of Unsecured Loans | | |
| Mr. Amitabh Hirawat | 1,770,981 | 1,000,000 |
| (ii) Unsecured Loan taken | | |
| Mr. Amitabh Hirawat | - | 597,601 |
| **C. Balances Outstanding:** | | |
| **Unsecured Loans** | | |
| Shri Amitabh Hirawat | 926,405 | 2,697,386 |
| Smt. Padam Devi Hirawat | 12,190,000 | 12,190,000 |
| M/s Trepechy Trading Pvt. Ltd. | 2,490,000 | 2,490,000 |
| M/s Shashwin Textiles Limited | 2,400,000 | 2,400,000 |

In terms of our report of even date
For **Jain Shrimal & Co.**
Chartered Accountants

(S. K. Jain)
Partner
M.No. 10145
Place : Jaipur
Dated: 30.05.2018

JAIN SHRIMAL & CO. FRN-001704C JAIPUR CHARTERED ACCOUNTANTS

For and on behalf of Board of Directors

(Amitabh Hirawat)
Managing Director
DIN : 00349697

RISHAB SPECIAL YARNS LIMITED JAIPUR

(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 30th Annual General Meeting of the Company held at 2070, Rasta Bara Gangore, Johari Bazar, Jaipur-302003 on Sunday, 30th September 2018 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

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 :

**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 30th Annual General Meeting of the Company to be held on Sunday, the 30th September 2018 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, 2018 and the Statement of Profit and Loss and cash flow statement for the Year ended on that date alongwith the Directors Report and Auditor's Report thereon.
2. Re-appointment of Smt. Arti Hirawat, who retires by rotation.
3. Re-Appointment of Auditors for the year and fixing their remuneration

Affix Revnue Stamp here

Signed on the .......... day of .......... 2018.

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

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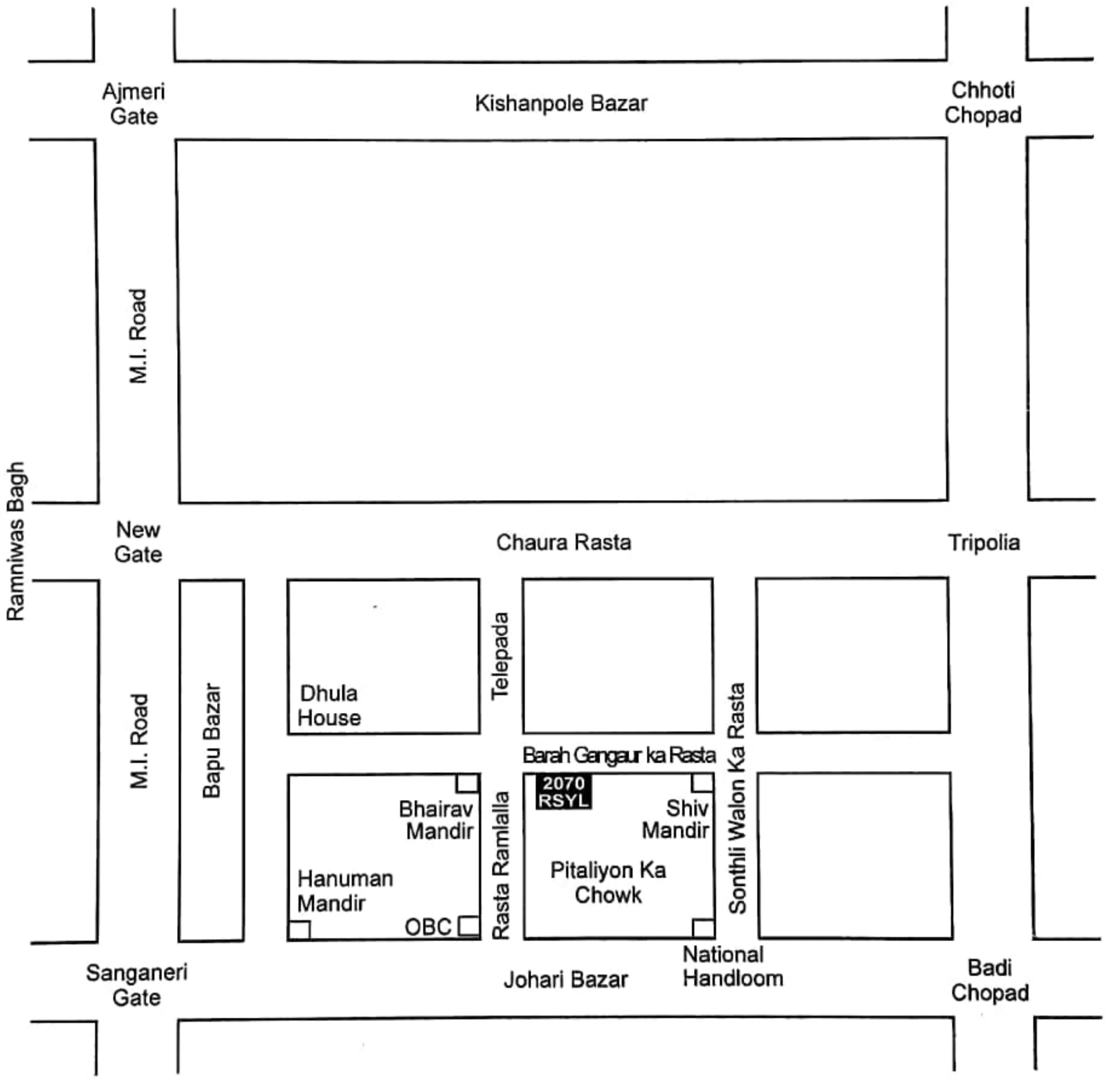


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