

# RISHAB SPECIAL YARNS LIMITED

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

CIN: L17114RJ1987PLC004067

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

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September 02, 2023

To,

Department of Corporate Relations

BSE Limited

P.J Tower, Dalal Street, Fort

Mumbai-400001

Dear Sir/Madam

Ref: Security/Scrip Code: 514177

**Sub: Outcome of Board Meeting**

Pursuant to Regulation 30 and other applicable regulations of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company, at its meeting held today i.e., Saturday, September 02, 2023 has considered and transacted the following business:

1. The Board has approved the Draft Notice of the 35Th Annual General Meeting of the Company to be held on Wednesday, September 27, 2023 at 12.00 NOON at 2070, RASTA BARA GANGORE, JAIPUR-302003, RAJASTAN, INDIA. The Notice of the AGM and Annual Report 2022-23 will be available on the website of the Company and will be submitted to the Stock Exchanges in due course.
2. The Board has considered and approved the Draft Director's Report, Management Discussion & Analysis Report & Corporate Governance Report for the Year ended March 31, 2023.
3. The Board has decided that the Registrar of Members & Share Transfer Books of the Company will Remain Closed from Thursday September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive) for the Purpose of Annual General Meeting.

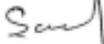
The Annual Report for the Financial Year 2023 will be dispatch to the Share Holders on 4<sup>th</sup> September, 2023.

The meeting of the Board of Directors commenced at 06:00 P.M. and concluded at 06.30 P.M. Kindly take the above document on your record.

Thanking you

Yours faithfully

For Rishab Special Yarns Ltd

  
Sanjay Kumar Agrawal

Managing Director

DIN: 05308288

Place: Jaipur



**NOTICE:**

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

**ORDINARY BUSINESS:**

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

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

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

**6. Appointment of Secretarial Auditors:**

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

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

**SPECIAL BUSINESS:**

**7.FOR SHIFTING OF REGISTERED OFFICE OF THECOMPANY FROM THE STATE OF RAJASTHAN TO THE STATE OF MAHARASHTRA.**

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

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

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



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

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

#### 8. FOR CHANGE OF NAME OF THE COMPANY

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

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

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

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

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

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

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

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

Place: Jaipur  
Dated: 02/09/2023

FOR AND ON BEHALF OF THE BOARD

  
(SANJAY KUMAR AGRAWAL)  
MANAGING DIRECTOR  
(DIN 05308208)

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



**NOTES:-**

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital carrying voting rights of the company and a member holding more than 10 (ten) percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy to be for any other person or shareholder.
2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Member seeking any clarification on accounts of the company are requested to send their query in writing to the company at registered office addressed to Managing Director or through e-mail at [compliance.rsy@gmail.com](mailto:compliance.rsy@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 21<sup>st</sup> September, 2023 to 27<sup>th</sup> September, 2023 (both days inclusive).
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are, therefore, requested to bring the copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent M/s Link Intime India Pvt. Ltd. which is available at their web site [www.linkintime.co.in](http://www.linkintime.co.in). In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/ mandate/bank details to The Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. to facilitate better servicing.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. for doing the needful.
12. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (j) 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](http://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 2022-2023 will also be available on the Company's website <http://www.rishabspecial.in> and website of the Bombay Stock Exchange for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication,



the shareholders may also send requests to the Company's investor email id: [compliance.rsyl@gmail.com](mailto:compliance.rsyl@gmail.com)

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

MR.DHANANJAY GANESH PATIL

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

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

- (i) The voting period begins on 24.09.2023 at 9 AM and ends on 26.09.2023 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) ON 22.09.2023 for Physical and may cast their vote electronically. The E-Voting 1<sup>st</sup> Cut off date 01.09.2023 And 2<sup>nd</sup> E-voting Cut Off date is on 19.09.2023 .The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-Institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.  
Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing De-mat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the De-mat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>





6)

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Rishab Special Yarns Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a de-mat account holder has forgotten the login password then Enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specific signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [compliance\\_pak@gmail.com](mailto:compliance_pak@gmail.com), designated email address by company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/DAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, de-mat account number/folio number, email id, mobile number at [compliance.rsyf@gmail.com](mailto:compliance.rsyf@gmail.com), company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, de-mat account number/folio number, email id, mobile number at [compliance.rsyf@gmail.com](mailto:compliance.rsyf@gmail.com), company email id. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/DAWM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/DAWM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [rrhelppdesk@linktime.co.in](mailto:rrhelppdesk@linktime.co.in).

2. For De-mat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDGL e-Voting System, you can write an email to [helppdesk.evoting@cdsindia.com](mailto:helppdesk.evoting@cdsindia.com) or contact at t 1800 22 55 33, 022- 23058738 and 22-23058542-43.

All grievances connected with the facility for voting by electronic means may be addressed to (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futures, Mafatal Mil Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helppdesk.evoting@cdsindia.com](mailto:helppdesk.evoting@cdsindia.com) or call on 1800 22 55 33/022-23058542/43.

26. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-Off Date (Record Date) is on 22nd September, 2023 for shareholders present in AGM Physical Voting and through e-voting/VC/OVAM The 1st Cut off date 01.09.2023 And 2nd E-voting Cut Off date is on 19.09.2023

21. M/s. Sharwan A.Gupta & Associates, A Practising Company Secretary, ACS No. 27484 and C.P. Membership No. 9990 has been appointed as the Scrutinizer to scrutinize the e-voting process and physical votes in Annual General Meeting in a fair and transparent manner.

22. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

23. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSE within two (2) days, if there is holiday on 2nd day then third day, of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 27th September, 2023 and communicated to the Stock Exchange(s).

24. Route Map to the venue of the meeting is provided at the end of Annual Report.

Place: Jaipur  
Dated: 02/09/2023

FOR AND ON BEHALF OF THE BOARD

  
(SANJAY KUMAR AGRAWAL)  
MANAGING DIRECTOR  
(DIN 05308288)

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



## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

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

### Item No: 5

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

### Item No: 6

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

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

### Item No: 7

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

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

### Item No.8

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

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

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

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



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

**Item No.9**

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

Mr.DHANANJAY GANESH PATIL (DIN. 10233695), was inducted to the Board at the Board meeting held on July,17,2023 who was appointed as an Additional Director. In terms of section 161(1) of the companies Act,2013(the "Act" DHANANJAY GANESH PATIL can hold office only up to the date of ensuring Annual General Meeting with respect the same, the company has received a notice in writing pursuant to the provision of section 160 of the companies,Act,2013 proposing his candidature for appointment letter to be issued to Mr. DHANANJAY GANESH PATIL the office of the Company .The Terms & Condition of appointment are set out in draft Appointment letter to be issued to Mr.DHANANJAY GANESH PATIL by the company .The Board is opinion that the appointment and presence of Mr.DHANANJAY GANESH PATIL on the Board will be desirable ,beneficial and in the best interest of the company .The Board recommended the resolution set out setout in the Item no.9 of the accompanying Notice for approval and adoption of the members .A copy of Board resolution and Draft appointment letter issued to Mr.DHANANJAY GANESH PATIL will be available for inspection between 11.00 A.m. to 1.00 P.m on all working days (Monday to Friday) at the Registered office of the company .

Place: Jaipur  
Dated: 02/09/2023

FOR AND ON BEHALF OF THE BOARD

  
(SANJAY KUMAR AGRAWAL)  
MANAGING DIRECTOR  
(DIN 05308288)

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

