



# RUBY TRADERS & EXPORTERS LIMITED

CIN: L51909WB1981PLC033779

Regd. Office: "Martin Burn House", 1 R.N. Mukherjee Road,  
4<sup>th</sup> Floor, Room No. 52, Kolkata - 700 001

Ph. No. : 033-40075364, Fax: 033-40075364

Email: [email@rubytraders.co.in](mailto:email@rubytraders.co.in) ; Website: [www.rubytraders.co.in](http://www.rubytraders.co.in)

## NOTICE

**NOTICE** is hereby given that the **33<sup>rd</sup> Annual General Meeting** of **RUBY TRADERS and EXPORTERS LIMITED** will be held on **Tuesday, 15<sup>th</sup> July, 2014** at **4.00 p.m.** at the registered office of the company to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2014 including Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint Auditors and 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 the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Bajoria Mayank and Associates, Chartered Accountants (Firm Registration No. 327336E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Seventh AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Clause 49 of the Listing Agreement, Mr. Nikunj Kanodia (DIN: 06427863), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term upto 31<sup>st</sup> March 2019.

4. To consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:



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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Clause 49 of the Listing Agreement, Mr. Ashish Jalan (DIN 06503424), who was appointed as the Additional Director of pursuant to the provisions of Companies Act, 1956 and who holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term upto 31<sup>st</sup> March 2019.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that the alteration made by the Board of Directors at the meeting held on 16<sup>th</sup> May, 2014, in the terms and conditions of appointment and remuneration as contained in the agreement of Appointment of Mr. Ramrati Choudhury (DIN 05178090), who was appointed as the Managing Director of the Company by the members of the Company at the AGM Dated 10<sup>th</sup> September 2013, be and his hereby approved.

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Ramrati Choudhury.”

6. To consider and if thought fit, to pass with modifications(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial Institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by



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the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of Rs.25,00,00,000 (Rupees Twenty Five Crores only) and /or in equivalent foreign currency;

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

By Order of the Board of Directors

For **RUBY TRADERS and EXPORTERS LIMITED**

Sd/-

Ramrati Choudhury

**Managing Director**

June 12, 2014

Kolkata



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## **IMPORTANT NOTES :**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

Members / proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.

2. The Register of members and the Share Transfer books of the Company will remain closed from Tuesday, 8<sup>th</sup> July, 2014 to Monday, 14<sup>th</sup> July, 2014 (both days inclusive) for the purpose of Annual General Meeting.

3. The Explanatory Statement pursuant to section 102 of the companies Act, 2013, which sets out details relating to special Business at the meeting, is annexed hereto.

4. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend. The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.

5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Member are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent Account Number (PAN) by every participant securities market. Members holding shares in electronic form are, therefore, request to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN details to the company.



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7. Details under clause 49 of the Listing Agreement with the Stock Exchange respect of the directors seeking appointment/ re-appointment at the Annual general meeting, forms integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.

8. Electronic copy of the Annual Report for 2013-2014 is being sent to all members whose email IDs are registered with the company/ Depository participants(s) for communication purposes unless any members who have not registered their email address, Physical copies of the Annual report for 2013-2014 is being sent in the permitted mode.

9. Electronic copy of the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the company /Depository Participants(s) for communication purpose unless any member has request for a hard copy of the same. For members who have not registered their email address, Physical copies of the Notices of the 33<sup>rd</sup> Annual General Meeting of the company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being seen in the permitted mode.

10. Members may also note that the Notice of the 33<sup>rd</sup> Annual General Meeting and the Annual Report for 2013-2014 will also be available on the company's website [www.rubytraders.co.in](http://www.rubytraders.co.in) for their download. The physical copies of the aforesaid documents will also be available at the company's Registered Office in Kolkata for inspection during normal business hours on working days. 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 email id: [email@rubytraders.co.in](mailto:email@rubytraders.co.in)

11. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.

12. No dividend has been proposed by the Board of Directors for the year ended 31<sup>st</sup> March, 2014.

13. None of the Directors of the Company are liable to retire to rotation for this year.

#### 14. Voting through electronic means :

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 33<sup>rd</sup> Annual General Meeting (AGM) by



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electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

## The instructions for members for voting electronically are as under:-

### (A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID  For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company and omitting any special characters in Folio No.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders). Otherwise use default number DUMMY12345 in the PAN field.	
DOB#	Enter the Date of Birth as recorded in your demat account with CDSL in dd/mm/yyyy format .In case of demat accounts with NSDL/Physical cases use <b>01/01/1990</b> in the Date of Birth field.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. If not recorded, then use <b>1234567890</b> in the Bank Account Details.	



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\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: **DUMMY12345** in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value **01/01/1900** in **DOB** Or **1234567890** in the **Bank Detail column**.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %and \*). Kindly note that this password is to be also 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) 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.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

- (i) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.





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- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 9<sup>th</sup> July (9.00 a.m. IST) and ends on 11<sup>th</sup> July (6.00 p.m. IST). 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 13<sup>th</sup> June 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (F) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Mayank Bajoria, a Partner of Bajoria Mayank and Associates, Chartered Accountants, at the Registered Office of the Company not later than 11<sup>th</sup> July, 2014 (6.00 p.m. IST).
- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [email@rubytraders.co.in](mailto:email@rubytraders.co.in) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 11<sup>th</sup> July, 2014 (6.00 p.m. IST).
- Ballot Form received after this date will be treated as invalid.
- A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid
- (G) The Board of directors has appointed Mr. Mayank Bajoria, Partner, Bajoria Mayank and Associates, Chartered Accountants, as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (H) The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the meeting.





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- (I) The results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (J) The Results declared along with the Scrutinizer's report(s) will be available on the website of the Company within 2 days of passing of the resolutions and communication of the same to CSE Limited and UPSE Limited.



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## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

### **Item No. 3**

Mr. Nikunj Kanodia is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company in the August 2013. Mr. Nikunj Kanodia is the chairman of the Audit committee and a member of the Stakeholders Relationship Committee and Nomination and Remuneration committee, of the board of Directors of the company.

Mr. Nikunj Kanodia is qualified Chartered Accountant. Earlier he was associated with S.V. Ghatalia and Associates, a member firm of the Ernst and Young Division in India. He has experience in the fields of accounts, auditing, taxation, finance and costing for more than four years.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013 proposing the candidature of Mr. Nikunj Kanodia for the office of Director of the Company.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Nikunj Kanodia that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Nikunj Kanodia possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Mr. Nikunj Kanodia fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Nikunj Kanodia is independent of the management.

Brief resume of Mr. Nikunj Kanodia, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter for appointment of Mr. Nikunj Kanodia as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.



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The Board considers that his continued association would be of immense benefit to the company and it is desirable to avail services of Mr. Nikunj Kanodia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nikunj Kanodia as an Independent Director, for the approval by the shareholders of the company.

Except Mr. Nikunj Kanodia, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 3. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

## **Item No. 4**

Mr. Ashish Jalan is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company in the December 2013. Mr. Ashish Jalan is the chairman of the Stakeholders Relationship Committee and Nomination and Remuneration committee and a member of Audit committee, of the board of Directors of the company.

Mr. Ashish Jalan is a MBA Graduate. He has a vast experience in marketing field. Earlier he has worked in Airtel, Vodafone, Reliance, Sony Ericsson and now he is working in Videocon.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act 2013 proposing the candidature of Mr. Ashish Jalan the office of Director of the Company.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Ashish Jalan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Ashish Jalan possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Mr. Ashish Jalan fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Ashish Jalan is independent of the management.

Brief resume of Mr. Ashish Jalan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.



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Copy of the draft letter for appointment of Mr. Ashish Jalan as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to avail services of Mr. Ashish Jalan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ashish Jalan as an Independent Director, for the approval by the shareholders of the company.

Except Mr. Ashish Jalan, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 4. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

## **Item No. 5**

After taking approval from the Shareholders in the Annual general Meeting, The Board of Directors at their meeting held on 10<sup>th</sup> September, 2013 appointed Mr. Ramrati Choudhury as the "Managing Director" of the company for a period of five years with effect from the said date on the terms and conditions as per agreement. He is also a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, of the board of Directors of the company.

Mr. Ramrati Choudhury is a qualified Graduate. He holds 15 years experience in marketing field and also has a good knowledge of fabric material.

Mr. Ramrati Choudhury shall not be liable to retire by rotation.

The approval of the members is being sought to the terms of Remuneration has been changed by altering the agreement at the board meeting held on 16<sup>th</sup> March 2014 with retrospective effect from 10<sup>th</sup> September, 2013 at Rs. 1,32,000 p.a. (This amount is inclusive of all the allowances and perquisites)

In view of the provisions of Sections 197,198 and other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 7 of the accompanying Notice for the approval of the Members.

Copy of the altered agreement referred to in the Resolution would be available for inspection without any fee by the members at the registered Office of the company during normal business hours on any working day, excluding saturday, upto and including the date of the Annual General Meeting.

Mr. Ramrati Choudhury does not hold by himself or for any other person on a beneficial basis, any share in the company.



# RUBY TRADERS & EXPORTERS LIMITED

CIN: L51909WB1981PLC033779

Regd. Office: "Martin Burn House", 1 R.N. Mukherjee Road,  
4<sup>th</sup> Floor, Room No. 52, Kolkata - 700 001

Ph. No. : 033-40075364, Fax: 033-40075364

Email: [email@rubytraders.co.in](mailto:email@rubytraders.co.in) ; Website: [www.rubytraders.co.in](http://www.rubytraders.co.in)

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Except Mr. Ramrati Choudhury, being an appointee, none of the Directors and key Managerial personnel of the company their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

This Explanatory statement together with the accompanying notice may also be regards as a disclosure under Clause 49 of the listing agreement with stock Exchange.

## **ITEM NO. 6**

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in Excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary that the members pass a special Resolution under section 180(1)(c) and other applicable provision of the Companies Act, 2013, as set out at Item No.6 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Approval of members is being sought to borrow money upto 25 Crores (Rupee Twenty Five Crores) in excess of the aggregate of the paid up share capital and free reserve of the Company.

None of the Directors and/or key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

By Order of the Board of Directors  
For **RUBY TRADERS and EXPORTERS LIMITED**

Sd/-  
Ramrati Choudhury  
**Managing Director**

June 12, 2014  
Kolkata



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## ATTENDANCE SLIP

(To be presented at the entrance)

**33<sup>rd</sup> ANNUAL GENERAL MEETING ON TUESDAY, JULY 15, 2014 AT 4.00 P.M.**

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/ proxy holder can attend the Meeting.
2. Member/ proxy holder should bring his / her copy of the Annual report for reference at the Meeting.





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## PROXY FORM

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

Name of the Member(s): .....
Registered address : .....
E-mail Id: .....
Folio No. / Client ID No. : .....

I/We, being the member(s) of ..... Share of Ruby Traders & Exporters Limited,  
hereby appoint

1. Name : .....

E-mail Id : .....

Address : .....

Signature : .....

or failing him

2. Name : .....

E-mail Id : .....

Address : .....

Signature : .....



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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Third Annual General Meeting of the Company to be held on Tuesday, July 15, 2014 at 4.00 p.m. at the registered office of the company and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	RESOLUTIONS	Optional *	
		For	Against
	<b>Ordinary Business</b>		
1.	Ordinary Resolution for Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2014.		
2.	Ordinary Resolution for Appointment of Mr. Anish Kumar Banka, a Partner of M/s. Bajoria Mayank and Associates, Chartered Accountants as Auditors and fixing their remuneration.		
<b>Special Business</b>			
3.	Ordinary Resolution for Appointment of Mr. Nikunj Kanodia as an Independent Director.		
4.	Ordinary Resolution for Appointment of Mr. Ashish Jalan as an Independent Director.		
5.	Ordinary Resolution for Change in terms of Remuneration and Appointment of Mr. Ramrati Choudhury.		
6.	Special Resolution under section 180(1)(c) of the Companies Act 2013 for borrowing money upto Rs. 25 crores over and above the aggregate of paid up capital and free reserve of the Company.		

Signed this.....date of.....2014

Signature of shareholder.....

Signature of Proxy holder(s).....

## **NOTES:**

1. This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33<sup>rd</sup> Annual General Meeting.
3. It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entered to vote in the manner as he/she think appropriate.
4. Those Members who have Multiple folios with different joint holders may use copies of this Attendance slip/proxy.



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## BALLOT FORM

**BALLOT FORM NO. :** \_\_\_\_\_

Name and Registered Address of the Sole/First named Shareholder :	
Name(s) of Joint Holder(s) (if any) :	
Registered Folio No. / DPID No. and Client ID No. :	
Number of Share(s) held :	
EVSN (E-voting Sequence Number) :	<b>140612013</b>
User ID :	
Password :	As per e-voting instructions in item no. 14 of the Notice



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I, We, hereby exercise my/our vote(s) in respect of the resolutions set out in the Notice of the Thirty third Annual General Meeting (AGM) of the Company to be held on Tuesday, July 15 2014, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resol- ution No.	RESOLUTIONS	No. of Shares	For	Against
	Ordinary Business		I/We assent to the Resolution	I/We assent to the Resolution
1.	Ordinary Resolution for Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2014			
2.	Ordinary Resolution for Appointment of Mr. Anish Kumar Banka, a Partner of M/s. Bajoria Mayank and Associates, Chartered Accountants as Auditors and fixing their remuneration.			
<b>Special Business</b>				
3.	Ordinary Resolution for Appointment of Mr. Nikunj Kanodia as an Independent Director.			
4.	Ordinary Resolution for Appointment of Mr. Ashish Jalan as an Independent Director.			
5.	Ordinary Resolution for Change in terms of Remuneration and Appointment of Mr. Ramrati Choudhury.			
6.	Special Resolution under section 180(1)(c) of the Companies Act 2013 for borrowing money upto Rs. 25 Crores over and above the aggregate of paid up capital and free reserve of the Company.			

Place:

Date:

(Signature of Shareholder)

**Note:** Please read the instructions carefully before exercising your vote.



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## INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

### **Process and manner for Members opting to vote by using the Ballot Form:**

1. Please complete and sign the Ballot Form (No other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Mayank Bajoria, a Partner, Bajoria Mayank and Associates, Chartered Accountants, at the Registered Office of the company "Martin Burn House", 1 R.N. Mukherjee Road, 4<sup>th</sup> Floor, Room No. 52, Kolkata - 700001.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through Proxy.
3. In case the shares are held by companies, trust, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favor or against by putting the tick (✓) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on 13<sup>th</sup> June, 2014 and as per Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Friday 11<sup>th</sup> July, 2014 (6.00 p.m. IST). Ballot Form received after July 11, 2014 will be strictly treated as if the reply from the members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in Serial No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favor or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The results will be declared along with Scrutinizer's Report, shall be placed on the Company's website [www.rubytraders.co.in](http://www.rubytraders.co.in) and on the website of Central Depository Services (India) Limited within two days of the passing of the resolutions at the AGM of the Company on July 15, 2014, and communicated to the CSE Limited and UPSE Limited, where the shares of the Company are listed.