



## Ruby Traders & Exporters Limited

CIN:L30000WB1981PLC033779

Regd. Office : 68, Jessore Road, Diamond City Complex,  
Block 5, Suite No.1E, Kolkata - 700055

Corp. Office: Unit No. 201/B, Raheja Plaza-1, LBS Marg,  
Ghatkopar West, Mumbai-400086

Email: [rubytraders1981@gmail.com](mailto:rubytraders1981@gmail.com), Web: [www.rubytraders.co.in](http://www.rubytraders.co.in)

Date: 15/07/2016

To  
The Manager  
Department of Corporate Services  
Bombay Stock Exchange Ltd.  
Dalal Street, Fort  
Mumbai – 400 001

Subject: Intimation of Notice of EOGM to be held on 12<sup>th</sup> August, 2016.

Reference: Scrip Code - 538742

Dear Sir/Madam,

The Notice of an Extra Ordinary General Meeting to be held on Friday, 12<sup>th</sup> August, 2016, is enclosed herewith.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, remote e-voting facility has been made available to the members to exercise their right to vote. The e-voting will be commenced on 09/08/2016 at 9.00 a.m. and ends on 11/08/2016 at 5.00 p.m. Cut-off date for the same will be 05/08/2016.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,  
Yours faithfully,

For Ruby Traders & Exporters Limited

JinkleKhimsaria  
Company Secretary & Compliance Officer  
Place: Mumbai



Encl.: As above



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Email: [rbytraders1981@gmail.com](mailto:rbytraders1981@gmail.com), Web: [www.rubytraders.co.in](http://www.rubytraders.co.in)

(ANNEXURE TO THE NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE  
HELD ON 12-08-2016)

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any):

Folio No. / DP ID & Client ID:

No. of Equity Shares Held:

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) to be held on Friday, 12<sup>th</sup> August, 2016 at 02.00 P.M. at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
160705010		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
9 <sup>th</sup> August, 2016 at 9.00 A.M. (IST)	11 <sup>th</sup> August, 2016 at 5.00 P.M.(IST)

Please read the instructions mentioned in the Notice of EOGM before exercising your vote.

By Order of the Board of Directors of  
Ruby Traders & Exporters Limited  
Sd/-  
Jinkle Khimsaria  
Company Secretary & Compliance Officer

Place: Mumbai

Date: 06<sup>th</sup> July, 2016

Encl: EOGM Notice, Attendance Slip and Proxy Form.



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## Notice of Extra-Ordinary General Meeting

**Notice** is hereby given that an Extra Ordinary General Meeting of the members of **RUBY TRADERS & EXPORTERS LTD** will be held on Friday, 12<sup>th</sup> August, 2016, at 02.00 pm at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086 to transact the following business:

### 1. CHANGE OF NAME OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution for Name change of the Company under the Companies Act, 2013 as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14 & 15 and other provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of Company from “**Ruby Traders & Exporters Ltd.**” to “**Panache Traders & Exporters Limited**” or any other name as made available by the Registrar of Companies, Kolkata, West Bengal.

**RESOLVED FURTHER THAT** Ruby Traders & Exporters Ltd, be substituted with the new name, i.e., “Panache Traders & Exporters Limited” or any other name as made available by the Registrar of Companies, Kolkata, West Bengal and Clause I of the Memorandum of Association of the Company be substituted with the new name as per the fresh Certificate of Incorporation.

**RESOLVED FURTHER THAT** subject to the above, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with new name of the Company.

**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary be and are hereby authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities

herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company.”

By Order of the Board of Directors of  
Ruby Traders & Exporters Limited

Sd/-  
Jinkle Khimsaria  
Company Secretary & Compliance Officer

Place: Mumbai

Date: 06<sup>th</sup> July, 2016

**Registered Office:**

68, Jessore Road, Diamond City Complex, Block 5,  
Suite No.1E, Kolkata - 700055

**CIN:** L30000WB1981PLC033779

Website: [www.rubytraders.co.in](http://www.rubytraders.co.in)

Email: [rubytraders1981@gmail.com](mailto:rubytraders1981@gmail.com)

## NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
- 2) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
- 3) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
- 4) SERVING OF NOTICE:

Electronic copy of the Notice of the Extraordinary General Meeting (EOGM) 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 e-mail IDs are registered with the Company / RTA / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of (EOGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. The notice of this meeting is also made available in the website of the company [www.rubytraders.co.in](http://www.rubytraders.co.in).
- 5) VOTING THROUGH ELECTRONIC MEANS:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through E-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
  - III. **The process and manner for remote e-voting are as under:**
    - (i) The remote e-voting period commences on 09<sup>th</sup> August, 2016 (9:00 am) and ends on 11<sup>th</sup> August, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05<sup>th</sup> August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
    - (iii) Click on “Shareholders” tab.
    - (iv) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
    - (v) Next enter the Image Verification as displayed and Click on Login.
    - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. RUBY TRADERS & EXPORTERS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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 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.
- (xix) 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) or contact them at 1800 200 5533
- (xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 6) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [payaltachakandassociates@gmail.com](mailto:payaltachakandassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 11<sup>th</sup> August, 2016, upto 5:00 pm without which the vote shall not be treated as valid.
- 7) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 05<sup>th</sup> August, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 8) The notice of the Extra-Ordinary General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 30<sup>th</sup> June, 2016.
- 9) The shareholders shall have one vote per equity share held by them as on the cut-off date of 05<sup>th</sup> August, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 10) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05<sup>th</sup> August, 2016 and not casting their vote electronically, may only cast their vote at the Extra-Ordinary General Meeting.
- 11) Notice of the EOGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 12) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 05<sup>th</sup> August, 2016, shall view the Notice on the Company’s website or on the website of CDSL. Such Members are requested to send the written / email communication to the Company at [rubytraders1981@gmail.com](mailto:rubytraders1981@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID & Password for e-voting and exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the EOGM.
- 13) **PAYAL TACHAK AND ASSOCIATES**, practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EOGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EOGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 14) The Results declared along with the 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 CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**ITEM: RESOLUTION NO. 1:**

Pursuant to changes in the management of the Company, the new Management is of the view that the Company should be named after their brand name Panache. Further, to resonate the identity and the nature of activity of the management group it is proposed to change the name from Ruby Traders & Exporters Limited to Panache Traders & Exporters Limited or such other name as may be made available by the Registrar of Companies and agreed upon by the Board of Directors of the Company.

Board of Directors of the Company at their meeting held on 10<sup>th</sup> June, 2016 approved the proposed name change. The Company will file the application with Registrar of Companies to get the new name.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company consequent to name change.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

**By Order of the Board of Directors of  
Ruby Traders & Exporters Limited**

**Sd/-  
Jinkle Khimsaria  
Company Secretary & Compliance Officer**

**Place: Mumbai  
Date: 06<sup>th</sup> July, 2016**

**Registered Office:**  
68, Jessore Road, Diamond City Complex, Block 5,  
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**CIN:** L30000WB1981PLC033779  
Website: [www.rubytraders.co.in](http://www.rubytraders.co.in)  
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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(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

*\*Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of ..... shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, 12<sup>th</sup> August, 2016 at 02.00 P.M. at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086, and at any adjournment thereof in respect of such resolution as is indicated above:-

\*\* I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Special Resolution for Change of name of the Company		

Signed this ..... day of ..... 2016.

Affix Re.1  
Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s):

### Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***This form of Proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the meeting.***
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. ***\*\*This is only optional. Please put a '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 the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.***
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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SR No.....

## ATTENDANCE SLIP

Extra Ordinary General Meeting, Friday, 12<sup>th</sup> August, 2016 at 02.00 P.M. at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the EXTRA ORDINARYGENERAL MEETING of the Company to be held on Friday, 12<sup>th</sup> August, 2016 at 02.00 P.M. at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086

\_\_\_\_\_  
Signature of Shareholder / Proxy / Authorised representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and handover the same at the venue entrance.

Route Map for venue of EOGM of Ruby Traders & Exporters Ltd. to be held on Friday, 12<sup>th</sup> August, 2016 at 02.00 p.m. at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086

