



# 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) ; [rubytraders1981@gmail.com](mailto:rubytraders1981@gmail.com)

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

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below is proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts' concerning the resolutions and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as Member of the Company is also enclosed. The Company has appointed Ms. Ankita Deora, Practicing Company Secretary (Certificate of Practice No.: 12604 & Membership No. 31851), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e., 5.00 P.M.) on 10<sup>th</sup> December, 2014.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("**e-voting**") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit her report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Managing Director of the Company and in his absence the Company Secretary will announce the results post at the Board Meeting scheduled to be held at 08.00 P.M. on 10<sup>th</sup> December, 2014 at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Bombay Stock Exchange, the Calcutta Stock Exchange Limited and the U.P. Stock Exchange Limited where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. [www.rubytraders.co.in](http://www.rubytraders.co.in).

By Order of the Board

For RUBY TRADERS & EXPORTERS LIMITED

Sd/-

Ramrati Choudhury

**Managing Director**

DIN : 05178090

Place : Kolkata

Date : 10<sup>th</sup> November 2014



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## PROPOSED RESOLUTIONS:

### SPECIAL BUSINESS:

#### INCREASE IN AUTHORIZED CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 as amended up to date (including any statutory modification(s) or re-enactments thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs.5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each.

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

#### ALTERATION IN MEMORANDUM OF ASSOCIATION

2. To consider and if thought fit to pass with or without modifications the following resolution as **Special Resolution** :

“RESOLVED THAT in accordance with the provisions of Section 13 read with Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, as amended up to date (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing clauses V of the Memorandum of Association of the Company be and here by substituted as follows:

“The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or sub-divide the shares and issue shares of higher denomination.”

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

#### ALLOTMENT OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

3. To consider and if thought fit to pass with or without modifications the following resolution as an **Special Resolution** :



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**“RESOLVED THAT** in accordance with the provisions of Section 42, 62(1)(a)(iii) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the provisions of any rules/regulations/guidelines framed/issued by the Securities and Exchange Board of India ("SEBI") (including any amendments thereto or any re-enactment thereof for the time being in force), the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, SEBI, Stock Exchanges and any other appropriate and/or concerned authorities, institutions or bodies (the "Approvals"); and such conditions or modifications as may be prescribed by any of them while granting any such Approvals , which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 1,56,85,000 (One Crore Fifty Six Lakhs Eighty Five Thousand Only) Equity Shares of Rs.10/- (Rupees Ten Only) each of M/s. Ruby Traders & Exporters Limited for cash at a price of Rs. 11/- (Rupees Eleven Only) per Equity Share on preferential basis considering the date 30 days prior to the date of this meeting as the Relevant Date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Relevant Date in relation to the Equity Shares for the purpose of determining the issue price under the SEBI Regulations for Preferential Issue shall be 10/11/2014, the date 30 days prior to the date of the General Meeting where the proposed issue is to be considered.”

**RESOLVED FURTHER THAT** the said Equity Shares shall be issued and allotted within a period of fifteen (15) days from the date of passing this Special Resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI Regulations as amended from time to time.”

**RESOLVED FURTHER THAT** the said Equity Shares to be issued and allotted thereof pursuant to the preferential issue shall be subject to a lock in period as per SEBI Regulations as amended from time to time.”

**RESOLVED FURTHER THAT** i) The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank *pari-passu* with the then existing Equity Shares in the Company in all respects, including in respect of dividend; ii) For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company: iii) to enter into and execute all such agreements/arrangements as the case may be with any authorities / agencies, listing of the shares/ securities on Exchange (s); iv) to settle any questions, difficulties, doubts that may arise in regard to the offer, issue and allotment of securities and utilisation of the issue proceeds as it may in its absolute discretion deem fit, v) to



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do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary, desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreement/s; vi) to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company.

## GRANTING OF POWERS TO CREATE CHARGE ON COMPANY'S PROPERTIES UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the members hereby accorded, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to exercise the power under this resolution, be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

## GRANTING OF POWERS TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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



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"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 2013 (including any statutory modification or re-enactment thereof), if any, the consent of the members is accorded, to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 50 Crore (Rupees Fifty Crore only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to exercise the power under this resolution, be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

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

Sd/-

**Ramrati Choudhury**  
**Managing Director**  
DIN: 05178090

Kolkata  
November 10, 2014





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## NOTES

1. Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 31<sup>st</sup> October, 2014.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting. Please note that e-voting is optional.
4. The Board of Directors of the Company has appointed Ms. Ankita Deora, Practicing Company Secretary (Certificate of Practice No. 12604 & Membership No. 31851), having her office at 8, Camac Street, Shanti Niketan Building, 8th Floor, Room No. 807, Kolkata - 700016, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Managing Director and in his absence by the Company Secretary, if the result of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot will be declared at the Board Meeting scheduled to be held at 08.00 P.M. on 10<sup>th</sup> December, 2014 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website [www.rubytraders.co.in](http://www.rubytraders.co.in) besides communicating the same to the Bombay Stock Exchange, the Calcutta Stock Exchange and the U.P. Stock Exchange where the shares of the Company are listed.
6. A copy of the document referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. 10<sup>th</sup> December, 2014.
7. The Postal Ballot Form and the prepaid self-addressed business reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. Voting rights shall be reckoned in proportion to the paid-up Equity Shares registered in the name of the Member as on 31<sup>st</sup> October, 2014.



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## 9. GENERAL INFORMATION

- (i) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- (ii) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- (iii) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

## 10. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (i) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Ms. Ankita Deora, Practicing Company Secretary (Certificate of Practice No. 12604 & Membership No. 31851), at the Company's Registered Office at 1, R. N. Mukherjee Road, Martin Burn Building, 4th Floor, Room No. 452, Kolkata - 700001 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- (iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- (v) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 10<sup>th</sup> December, 2014 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.
- (vi) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700001 Phone : (033) 2235 7270-71, Fax : (033) 2215 6823, E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or to the e-mail ID [email@rubytraders.co.in](mailto:email@rubytraders.co.in) or [rubytraders1981@gmail.com](mailto:rubytraders1981@gmail.com). Duly completed and signed duplicate Postal Ballot Forms



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should, however, reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 10<sup>th</sup> December, 2014 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.

- (viii) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

## 11. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for the resolution proposed to be passed through Postal Ballot vide electronic means and the voting may be done through E-voting Services provided by Central Depository Services (India) Limited (CDSL). However, the E-voting is optional for the members.
- II. The instructions for shareholders voting electronically are as under :
- (i) The voting period begins on 11<sup>th</sup> November, 2014 at 09.00 A.M. and ends on 10<sup>th</sup> December, 2014 at 05.00 P.M. 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 31<sup>st</sup> October, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (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.





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(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 enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li></ul> <p>Example :</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
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>
Dividend Bank Details	<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 in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of 31<sup>st</sup> October, 2014</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



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the resolutions contained in this Notice.

- (xi) Click on the EVSN (E-voting Sequence Number - 141105001 for the relevant "Ruby Traders and 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 :
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 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)



# RUBY TRADERS & EXPORTERS LIMITED

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12. 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 [rubytraders1981@gmail.com](mailto:rubytraders1981@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 10<sup>th</sup> December, 2014, upto 05.00 P.M. without which the vote shall not be treated as valid.
13. 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 (record date) of 31<sup>st</sup> October, 2014.
14. Ms. Ankita Deora, Practising Company Secretary (Certificate of Practice No. 12604 & Membership No. 31851), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a reasonable period of time a period not exceeding three (3) working days from the conclusion of the e- voting period unblocks the votes in the presence of at least two (2) witnesses not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



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

### ITEM NO. 1

At present the Authorised Share Capital of the Company is Rs.5 Crores. It is proposed to increase the Authorised Capital of the Company to Rs. 25 Crores so that additional share capital could be raised to fund the expansion plans of the Company. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorized share capital of the Company.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as an Ordinary Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1, except to the extent of their shareholding.

### ITEM NO. 2

The Company intends to increase the authorized share capital of the company from Rs. 5.00 Crore to Rs. 25.00 Crore. Consequent upon increase in the Authorised Share Capital of the Company, the Memorandum of Association needs appropriate amendment. It is, therefore proposed to alter the Memorandum of Association of the Company, pursuant to Sections 13 of the Companies Act, 2013 read with Section 61(1) of the Companies Act, 2013, to give effect to the said alteration.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2, except to the extent of their shareholding.

### ITEM NO. 3

It is proposed to raise further capital by way of a preferential issue of Equity Shares as per Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and as per Section 42, 62(1)(a)(iii) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force

Section 62(1)(a)(iii) of the Companies Act, 2013, provides, inter alia, that such further shares may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting.

The Listing Agreements executed by the Company with the various Stock Exchanges provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders of the Company unless the Shareholders decide otherwise.



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Accordingly, the consent of the shareholders is being sought, pursuant to the provisions of Section 42, 62(1)(a)(iii) and other applicable provisions of the Companies Act, 2013 and the rules thereof, Regulation 74(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereof, and in terms of the provisions of the Listing Agreements, and such other approvals as may be necessary, to issue and allot securities as stated in the Special Resolution.

The proposed Special Resolution gives –

- a) adequate flexibility and discretion to the Board to finalise the terms of the issue in accordance with the normal practice,
- b) powers to issue and market any securities; and
- c) for utilization of the issue proceeds as the Board may deem fit, without being required to seek any further consent or approvals of the Members or otherwise, with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Your Board at its meeting held on 10<sup>th</sup> November, 2014 subject to approval by the Company in General Meeting and requisite statutory approvals, has proposed to offer for subscription by way of preferential allotment upto 1,56,85,000 (One Crore Fifty Six Lakhs Eighty Five Thousand Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to a list of identified investors for cash at a price of Rs.11/- (Rupees Eleven Only) per Equity Share being a price higher than the price determined as per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The "Relevant Date" in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the preferential offer means the date as thirty days prior to the date on which this Deemed General Meeting of the Company is held, to consider, the proposed preferential offer under Section 42 & 62(1)(a)(iii) of the Act. Accordingly the "Relevant Date" for this preferential offer is November 10, 2014.

The Equity Shares of the Company to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of the issue.

The Board believes that the preferential offer will be in the best interest of the Company and its Members.

As required under the Section 62 read with Rule 13 (2) (d) of the (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and regulation 73(1) & (2) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the other required details are furnished as under.





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**THE INFORMATION AS REQUIRED UNDER CHAPTER VII OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 FOR PREFERENTIAL ISSUES ARE AS UNDER:**

**a) Object of the Issue:**

The purpose of the issue is to achieve long term plans of the Company and to meet the funding requirements including ongoing capital expenditure. With this inflow of capital the company will augment its financial position.

**b) Total Number of Shares to be issued:**

It is intended to issue 1,56,85,000 (One Crore Fifty Six Lakhs Eighty Five Thousand Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

**c) Pricing of Preferential Issue:**

M/s. Bajoria Mayank & Associates, Chartered Accountants, Kolkata, Statutory Auditors of the company, have issued a certificate recommending a price of Rs.11.00 (Rupees Eleven Only) calculated as per CHAPTER VII of 'SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. The said certificate shall be available for inspection of Members at the registered office of the Company during 10 A.M. to 5.00 P.M. on any working day during the period of voting.

**d) Relevant date:**

The "Relevant Date" in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the preferential offer means the date as thirty days prior to the date on which this Deemed Extra General Meeting of the Company is held, to consider, the proposed preferential offer under Section 42 & 62(1)(a)(iii) of the Act. Accordingly the "Relevant Date" for this preferential offer is November 10, 2014.

**e) Undertaking:**

The Company agrees to recompute the price of the security on completion of six months and in case the price at which the preferential issue was made is lower than the price so recomputed, then the allottee(s) shall bring in the shortfall and the lock-in on the same shall not be released by the company till such time.

**f) Class of Persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to persons who are not the Share Holders of the Company and/or present/past employees of the Company.



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- g) Proposal of the Promoters, Directors or Key Managerial personnel of the issuer to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company do not intend to subscribe to the issue.

- h) Identity of the Proposed Allottees and percentage of post preferential issue:

**Promoter Holding:**

<u>Sl. No.</u>	<u>Name of the Allottee</u>	<u>Permanent Account Number (PAN)</u>	<u>No.of Securities allotted</u>	<u>% of Share holding post allotment</u>	<u>Status of the Allottee (QIB/MF/F I/ FII/Banks/ Trust)</u>
-	-	-	-	-	-

**Non - Promoter Holding:**

<u>Sl. No.</u>	<u>Name of the Allottee</u>	<u>Permanent Account Number (PAN)</u>	<u>No.of Securities allotted</u>	<u>% of Share holding post allotment</u>	<u>Status of the Allottee (QIB/MF/F I/ FII/Banks/ Trust)</u>
1	Aarti Vijayvergia	AATPV2567N	40,000	0.20	Individual
2	Abhishek Kejriwal	ABLPK2639R	40,000	0.20	Individual
3	Akshay Ajmera	ABRPA2195C	40,000	0.20	Individual
4	Akshay Niranjan Badia	AEOPB4342J	100,000	0.50	Individual
5	Alpa Nitin Gala	AADPG5407A	30,000	0.15	Individual
6	Alpa Paresh Dedhia	AAIPD4218M	40,000	0.20	Individual
7	Alpana Dangi	AFNPD2805C	300,000	1.49	Individual
8	Amit Garg	ABSPG3309B	600,000	2.99	Individual
9	Amit Kumar Modi	AFDPM0309N	100,000	0.50	Individual
10	Anal Rajnikant Patwa	AAIPP5316Q	40,000	0.20	Individual
11	Anand Garg	AFQPG7306A	600,000	2.99	Individual
12	Anil Bansal	ABCPG1187B	100,000	0.50	Individual
13	Ankit Ajmera	AEWPA2208L	30,000	0.15	Individual
14	Anuj Ajmera	ADNPA1486G	30,000	0.15	Individual
15	Anuradha Udhav Ghuge	AVHPG8855B	50,000	0.25	Individual
16	Archana Abhang Prabhu	ACYPA4660L	30,000	0.15	Individual
17	Aruna Kishore Kubadia	AAHPK1611L	20,000	0.10	Individual
18	Asha Sailesh Gowada	AHSPG2768E	40,000	0.20	Individual



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<u>Sl. No.</u>	<u>Name of the Allottee</u>	<u>Permanent Account Number (PAN)</u>	<u>No.of Securities allotted</u>	<u>% of Share holding post allotment</u>	<u>Status of the Allottee (OIB/MF/F I/ FII/Banks/ Trust</u>
19	Ashish Jindal	ADQPJ2494J	40,000	0.20	Individual
20	Ashvin B Shah/Harshida A Shah	ABXPS0401K	40,000	0.20	Individual
21	Augustine Francis Pinto	ACGPP9000R	105,000	0.52	Individual
22	Bansari S.Thakkar	APVPT8133K	40,000	0.20	Individual
23	Basanti Kharia	AEBPK7180A	50,000	0.25	Individual
24	Bhanwari Devi Vijay	ABAPV2944H	40,000	0.20	Individual
25	Bhavana Devang Master	AOGPM9147J	100,000	0.50	Individual
26	Bhavesh Kantilal Kubadia	AGRPK2377D	20,000	0.10	Individual
27	Bhimshi R Karia	ALLPK4721C	40,000	0.20	Individual
28	Bimal J Desai	AAKPD3160A	300,000	1.49	Individual
29	Chandan Harakchand Sangoi	ANQPS2377F	50,000	0.25	Individual
30	Charmi Nirav Chheda / Nirav Amratlal Chheda	AHMPG3181F	50,000	0.25	Individual
31	Chetan Mehta	ACTPM8169P	40,000	0.20	Individual
32	Chetan Sharma	DKJPS1266Q	150,000	0.75	Individual
33	Chetana Dhiraj Shah	AAIPS3178B	50,000	0.25	Individual
34	D D Master HUF	AAEHD3182N	125,000	0.62	HUF
35	Deena Hemant Gogri	ACEPG8095K	100,000	0.50	Individual
36	Dewang R Lakhani	ABUPL4688E	50,000	0.25	Individual
37	Dharmesh Ramesh Mehta	AAJPM6117H	40,000	0.20	Individual
38	Dhirajlal Thavar Gada (HUF)	AACHD5556N	50,000	0.25	HUF
39	Dhirajlal Thavar Shah	AAIPS3177Q	50,000	0.25	Individual
40	Dhirendra Premji Sangoi	AAPPS9160C	50,000	0.25	Individual
41	Dilnawaz Khan	AFSPK5797H	40,000	0.20	Individual
42	Dinesh Natvarlal Shah / Indira Dinesh Shah	AAGPS6923A	105,000	0.52	Individual
43	Dipesh B Kubadia HUF	AAFHD0659H	20,000	0.10	HUF
44	Disha Girish Dedhia	AVDPD1519P	40,000	0.20	Individual
45	Diwaliben Khimjibhai Shah/Khimji Bhai Popatlal Shah	AAPPS1749B	250,000	1.25	Individual
46	Dollar Dunganrshi Dedhia	APGPD5930F	40,000	0.20	Individual
47	Gatha Tukaram Prabhu	AJTPP7798Q	40,000	0.20	Individual
48	Gaurav Arvind Shah	AQNPS9296B	50,000	0.25	Individual
49	Grace Augustine Pinto	ACGPP9003N	105,000	0.52	Individual
50	Hansa Harshad Gandhi	AFYPG1701M	40,000	0.20	Individual
51	Harakchand Ratanshi Sangoi	AAQPS2377F	50,000	0.25	Individual
52	Harikishan Sunderlal Virmani	AAJPV4754H	80,000	0.40	Individual
53	Harsha Nitil Thakkar	AAHPT2178D	40,000	0.20	Individual



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<u>Sl. No.</u>	<u>Name of the Allottee</u>	<u>Permanent Account Number (PAN)</u>	<u>No.of Securities allotted</u>	<u>% of Share holding post allotment</u>	<u>Status of the Allottee (OIB/MF/F I/ FII/Banks/ Trust)</u>
54	Harshad Chunilal Gandhi	AABPG4644F	40,000	0.20	Individual
55	Hasmukh Furia HUF	AAAHF0037Q	40,000	0.20	HUF
56	Heena Paresch Shah	AMTPS1087J	30,000	0.15	Individual
57	Heena Parin Furia	AACPF1602K	40,000	0.20	Individual
58	Hemali Rohit Gada	AAFPG7602K	40,000	0.20	Individual
59	Hemaxi Akshay Badia	ATXPB6234H	50,000	0.25	Individual
60	Hiren Dhirajlal Kubadia	AFBOK0173J	20,000	0.10	Individual
61	Indira Chimanlal Gala	AEIPG6275P	30,000	0.15	Individual
62	Ishan Nilesh Jariwala	AIHPJ3251H	50,000	0.25	Individual
63	Jai Kumar Pandya	AFHPP8788C	60,000	0.30	Individual
64	Janil Prakash Shah	CKNPS0085G	275,000	1.37	Individual
65	Jatin Kanubhai Shah HUF	AAAHJ2205C	30,000	0.15	HUF
66	Javerilal Popatlal Dedhia	AABPD1400C	500,000	2.49	Individual
67	Javerilal Popatlal Dedhia HUF	AAAHD1651A	500,000	2.49	HUF
68	Jaya Vanshi Sharma	CTVPS9699R	150,000	0.75	Individual
69	Jayantilal Premji Maru	AABPM5016H	40,000	0.20	Individual
70	Jenil Rajesh Maru	AXNPM4240N	100,000	0.50	Individual
71	Jigna Paresch Rambhia	AADPR9287G	40,000	0.20	Individual
72	Jitendra Jayantilal Chheda	AABPC7871L	40,000	0.20	Individual
73	Jitendrakumar Arya HUF	AABHJ 2443R	40,000	0.20	HUF
74	Jyoti Harikishan Virmani	AAKPV8944N	40,000	0.20	Individual
75	Kalpana Niranjana Badia	AATPB5719Q	50,000	0.25	Individual
76	Kanti Khetsi Rambhia	AAAPR8901M	40,000	0.20	Individual
77	Kantilal Premji Maru	AABPM2869E	50,000	0.25	Individual
78	Karsan Bachu Satra HUF	AACHK7719N	80,000	0.40	HUF
79	Keshavji Virji Pasad	AABPP5596P	30,000	0.15	Individual
80	Khushboo Sanjay Gala	BEIPG9455A	40,000	0.20	Individual
81	Kumud Girish Dedhia	AAEPD6485C	50,000	0.25	Individual
82	Kusumdevi Bansal	AJOPB 8185 E	40,000	0.20	Individual
83	Laxman Baburao Patil	AAGPP4484P	50,000	0.25	Individual
84	Leena Dharendra Sangoi	AAPPS9161D	50,000	0.25	Individual
85	Madan Lal Vijay HUF	AABHM5751P	40,000	0.20	HUF
86	Madhu Ketan Gada	AAFPG8745F	40,000	0.20	Individual
87	Madhuben Premji Savla	AHDPS7421B	40,000	0.20	Individual
88	Mallika Sanjiv Sawla	AAEPC3752B	40,000	0.20	Individual
89	Manohar Lal Anjana	ABWPA2124L	50,000	0.25	Individual
90	Master Beneficiary Trust	AADTM5981H	125,000	0.62	TRUST
91	Maya Mahesh Doshi	AAIPD7153K	40,000	0.20	Individual



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<u>Sl. No.</u>	<u>Name of the Allottee</u>	<u>Permanent Account Number (PAN)</u>	<u>No.of Securities allotted</u>	<u>% of Share holding post allotment</u>	<u>Status of the Allottee (OIB/MF/F I/ FII/Banks/ Trust</u>
92	Mayank Gupta	AUCPG7001R	100,000	0.50	Individual
93	Mayur Jayantilal Chheda	AABPC7870M	40,000	0.20	Individual
94	Mayur Laxman Patil	AQDPP7501N	75,000	0.37	Individual
95	Mayuri Sunil Jhaveri	AABPJ2921L	40,000	0.20	Individual
96	Meena Tarun Agarwal	AKCPA0392D	40,000	0.20	Individual
97	Meghji Kurpar Sangoi	AAYP54049M	40,000	0.20	Individual
98	Mohan Lal Pherumal Rochlani	ABHPR8650H	40,000	0.20	Individual
99	Mohini Devi Anjana	ABWPA2121R	40,000	0.20	Individual
100	Motilal Maganlal Vira	AAAPV9504C	30,000	0.15	Individual
101	Namdeo Govind More	ABNPM5491M	40,000	0.20	Individual
102	Nanji Velji Chheda / Shri.Mukesh Nanji Chheda	AADPC2730Q	50,000	0.25	Individual
103	Narayan Jagetiya	ADEPJ6524B	40,000	0.20	Individual
104	Narendra V Shethia	AAAPV9628H	100,000	0.50	Individual
105	Navin Raishi Gala	AACPG7939G	30,000	0.15	Individual
106	Navinchandra Lalji Nandu	AABPN1943F	30,000	0.15	Individual
107	Nayna Vipin Shah	AAGPS0522H	100,000	0.50	Individual
108	Neelam Bansal	ACFPN 3238 A	40,000	0.20	Individual
109	Neeta Navinchandra Nandu	ABVPN6231N	30,000	0.15	Individual
110	Nehal Yogesh Thakkar	AEEPT0253L	40,000	0.20	Individual
111	Nihar Parikh	AABPP9101C	40,000	0.20	Individual
112	Nihari Ketan Gada	ARSPG3004B	40,000	0.20	Individual
113	Niket Navinchandra Nandu	ASYPN1453C	30,000	0.15	Individual
114	Nira Dinesh Master	ACUPM8292J	100,000	0.50	Individual
115	Niranjan Hariram Badia	AALPB1659H	100,000	0.50	Individual
116	Nirav Virendra Mehta	BDAPM9047B	50,000	0.25	Individual
117	Nisha Yogesh Thakkar	AAHPT2177N	40,000	0.20	Individual
118	Nitesh Karsan Satra HUF	AACHN7115H	80,000	0.40	HUF
119	Nitin Popatlal Thakkar	AAHPT2179C	40,000	0.20	Individual
120	Nixit Dhiraj Gada	AKAPG8043K	50,000	0.25	Individual
121	Nutan Harish Furia	AAAPF3211G	40,000	0.20	Individual
122	Padmavathi Laxman Patil	APBPP0802P	50,000	0.25	Individual
123	Panbai Vallabhji Gada	AAFPG7601L	40,000	0.20	Individual
124	Paresh Kanubhai Shah	AAKPS5650G	30,000	0.15	Individual
125	Paresh Kanubhai Shah HUF	AAAHP3498R	30,000	0.15	HUF
126	Pragnesh Damji Rambhia	AABPR3339N	200,000	1.00	Individual
127	Prakash Kanubhai Shah	AAKPS5648G	100,000	0.50	Individual
128	Prakash Kanubhai Shah HUF	AAAHP3255Q	100,000	0.50	HUF





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<u>Sl. No.</u>	<u>Name of the Allottee</u>	<u>Permanent Account Number (PAN)</u>	<u>No.of Securities allotted</u>	<u>% of Share holding post allotment</u>	<u>Status of the Allottee (OIB/MF/F I/ FII/Banks/ Trust)</u>
129	Pramod Gupta	ABYPG0380N	200,000	1.00	Individual
130	Prashant Harshad Gandhi	AACPG9219P	40,000	0.20	Individual
131	Pratham Tandon	AHDPT9047G	40,000	0.20	Individual
132	Preetika R Kuknur/Sunita Rajeev Kuknur	BHOPK4935L	75,000	0.37	Individual
133	Premkumari Devchand Ghalla	AAJPG9382L	50,000	0.25	Individual
134	Premlata Ramniwas Gupta	ACAPG7429F	40,000	0.20	Individual
135	Priti Vipul Vira	ABTPV0330L	40,000	0.20	Individual
136	Puranmal Anjana	ABWPA2126J	40,000	0.20	Individual
137	Pushpa Devi Jain	AEQPJ9267E	40,000	0.20	Individual
138	Rajesh Garg	ACKPG1607K	600,000	2.99	Individual
139	Rajesh Kanjibhai Lakhani	AAAPL5272F	50,000	0.25	Individual
140	Rajesh P Maru	ABWPM0787D	100,000	0.50	Individual
141	Rajnish Suwalka	ADQPS6285G	40,000	0.20	Individual
142	Rajoo Vadilal Shah	ABBPS2719L	300,000	1.49	Individual
143	Rajul Anish Mehta	AAECS5096H	40,000	0.20	Individual
144	Ramila Nanji Chheda / Shri.Mukesh Nanji Chheda	ADBPC2370F	50,000	0.25	Individual
145	Ranju Jagetiya	AAOPJ8490M	40,000	0.20	Individual
146	Rekha Jindal	AFJJP2478P	40,000	0.20	Individual
147	Rekha Sharma	AOEPS4462C	100,000	0.50	Individual
148	Riddhi Prakash Shah	BIUPS7607A	150,000	0.75	Individual
149	Ritesh Jain	ADSPJ6423H	60,000	0.30	Individual
150	Ronak Bimal Desai	AZQPD0224J	300,000	1.49	Individual
151	Rukshmani Shantilal Furia	AAAPF5265A	40,000	0.20	Individual
152	Sailesh Devappa Gowada	ADBPG9250E	40,000	0.20	Individual
153	Sajjan Devi Anjana	ACMPA0209P	40,000	0.20	Individual
154	Sajankumar Kejriwal	ABMPK6352Q	40,000	0.20	Individual
155	Saket Beriwal	ALIPB6073F	60,000	0.30	Individual
156	Samir Satish Lakhani	ABWPL0050C	50,000	0.25	Individual
157	Sanjay Dangi	AHSPD6986H	300,000	1.49	Individual
158	Sanjeev Sharma HUF	AANHS1954C	40,000	0.20	HUF
159	Sanjiv Mulchand Sawla HUF	AAJHS1391F	40,000	0.20	HUF
160	Satish Kanjibhai Lakhani	AAAPL5271G	50,000	0.25	Individual
161	Satyanarayan Patidar	AJIPP4941N	40,000	0.20	Individual
162	Shah Dipen Ashvin/Rahul Shah	AMWPS 0354 H	40,000	0.20	Individual
163	Shah Rahul Ashvin/Shah Kavita Rahul	AFDPS 5000 G	40,000	0.20	Individual



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<u>Sl. No.</u>	<u>Name of the Allottee</u>	<u>Permanent Account Number (PAN)</u>	<u>No.of Securities allotted</u>	<u>% of Share holding post allotment</u>	<u>Status of the Allottee (OIB/MF/F I/ FII/Banks/ Trust)</u>
164	Shokin Jain	ADQPJ4306H	40,000	0.20	Individual
165	Shrenik Suresh Gada	AXEPG7988A	100,000	0.50	Individual
166	Shri Nitesh Nagori HUF	AAHHN1458A	40,000	0.20	HUF
167	Shrinivas Namdev Mane	CJDPM3906M	40,000	0.20	Individual
168	Shruti Namdev Mane	BPDPM5624M	40,000	0.20	Individual
169	Siddarth Arvind Shah	AZHPS5410L	55,000	0.27	Individual
170	Siddharth Beriwal	ALIPB0216E	60,000	0.30	Individual
171	Siddharth Nitin Thakkar	AEEPT0252M	40,000	0.20	Individual
172	Smita Namdeo More	AEBPM1401J	40,000	0.20	Individual
173	Smt Kiran Vore	AAZPV7274L	40,000	0.20	Individual
174	Sonia Jain	ABWPJ9541L	60,000	0.30	Individual
175	Sujata Vishwas Koli / Rajeev S. Kuknur	BQVPK3432Q	25,000	0.12	Individual
176	Sunil Bagmal Jhaveri	AAAPJ4355P	40,000	0.20	Individual
177	Sunil Bansal	ABCPG1186A	100,000	0.50	Individual
178	Sunita Rajeev Kuknur / Rajeev S. Kuknur	AAMPK9815F	75,000	0.37	Individual
179	Surendra Nagindas Jariwala	ABHPJ0292K	40,000	0.20	Individual
180	Tarun Kumar Agarwal HUF	AADHA6275Q	40,000	0.20	HUF
181	Tikam Chand Garg	ACHPG3631N	600,000	2.99	Individual
182	Tilak Raj Sharma	ACJPS2425B	200,000	1.00	Individual
183	Udailal Anjana	ABNPA4495M	60,000	0.30	Individual
184	Ujawala Namdev Mane	AAEPM5924H	40,000	0.20	Individual
185	Usha Surendra Jariwala	AAQPJ7412H	40,000	0.20	Individual
186	Vanita Dhiraj Nandu	ACBPN7288G	40,000	0.20	Individual
187	Varsha Prakash Shah	AAQPS4783G	100,000	0.50	Individual
188	Vibha Avinash Mishra	ASIPM2191C	30,000	0.15	Individual
189	Vikas Mangilal Shah	AMJPS3803J	100,000	0.50	Individual
190	Vikram Anjana	AFKPA0575R	40,000	0.20	Individual
191	Vinod Vijayvergia HUF	AAEHV8848K	40,000	0.20	HUF
192	Virendra Bherumal Mehta	ABOPM4799H	100,000	0.50	Individual
193	Virendra Jain	ACRPJ9496N	60,000	0.30	Individual
194	Vishal Jain	ADWPJ8119J	40,000	0.20	Individual
195	Vishal Paresh Shah	BIFPS9212N	50,000	0.25	Individual
196	Yash Dhiraj Gada	AWBPG3202D	50,000	0.25	Individual
197	Yogesh Manubhai Desai	AACPD2641N	100,000	0.50	Individual
198	Yogesh Popatlal Thakkar	AAPPT1825P	40,000	0.20	Individual
	TOTAL		15,685,000	78.13	



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**i) Change in Management:**

There will be no change in the Management control of the Company.

**j) Details of Preferential Issues already done during the FY 2014-15:**

There has been no preferential issue done before this proposed issue during the FY 2014-15.

**k) Shareholding pattern of the issuer before and after the preferential issue:**

Category		Before Preferential Issue		After Preferential Issue	
		No. of Shares held	Percentage of Share holding	No. of Shares held	Percentage of Share holding
(A)	<b>Promoters Holding</b>				
1	<b>Promoters</b>				
1.1	Indian Promoters	100	0.002	100	0.00
1.2	Foreign Promoters	0	0.00	0	0.00
2	<b>Persons acting in concert</b>	0	0.00	0	0.00
	Sub-Total (A)(1) + (A)(2)	100	0.002	100	0.00
(B)	<b>Non-Promoters Holding</b>				
1	<b>Institutional Investors</b>				
1.1	Mutual Funds and UTI	0	0.00	0	0.00
1.2	Banks, financial Institutions, Insurance Companies (Central/state Govt. Institutions /Non-government Institutions)	0	0.00	0	0.00
1.3	FII's	0	0.00	0	0.00
	Sub-Total (B)(3)	0	0.00	0	0.00
2	<b>Non Institutional Investors</b>				
2.1	Body Corporate	1,100	0.025	1,100	0.005
2.2	Individuals:				
	Individual Shareholders holding Nominal Share upto Rs. 1 Lakh	2,38,800	5.44	2,38,800	1.19
	Individual Shareholders holding Nominal Share greater than Rs. 1 Lakh	41,50,000	94.533	1,98,35,000	98.805
2.3	Qualified Foreign Investors	0	0.00	0	0.00
2.4	Any other	0	0.00	0	0.00
	Sub-Total (B)(4)	43,89,900	99.998	2,00,74,900	100.00
	Grand Total (A)+(B)	43,90,000	100.00	2,00,75,000	100.00



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**l) Time limit of preferential issue:**

The allotment of equity shares will be completed within a period of fifteen days from the date of passing of the resolution by the Shareholders vide declaration of results of Postal Ballot, provided that when the allotment on preferential basis is pending on account of any approval of such allotment by any regulatory authority, stock exchange or the Central Government, the allotment shall be completed within 15 days from the date of receipt of last such approval.

**m) Lock in period:**

The shares to be issued and allotted on preferential basis shall be subject to a lock in period as per SEBI (ICDR) Regulations as amended from time to time.

**n) Legal Requirement:**

As per provisions of Sections 62 of the Companies Act, 2013, consent of the shareholders by way of Special resolution is required for issue of Equity Shares on preferential basis. Hence, the Board recommends the said resolution for the approval of shareholders in the ensuing Extra Ordinary general Meeting.

**o) Disclosure of Interest:**

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out, except to the extent of their shareholding

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

**ITEM NO. 4**

The Share Holders of the Company at the AGM held on 15<sup>TH</sup> July, 2014 approved resolution under Section 180(1)(c) granting powers to the Board to borrow upto 25 Crores (Rupee Twenty Five Crores) in excess of the aggregate of the paid up share capital and free reserve of the Company at any given point of time.

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 .



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The resolutions contained in Item No. 4 of the accompanying Notice, accordingly, seek members' approval for disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing 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) of the Company to complete all the formalities in connection with creating charge on Company's properties, respectively.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4 except to the extent of their shareholding.

## **ITEM NO. 5**

These investments, loans, guarantees and securities are made / proposed to be made out of own /surplus funds internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and at prevailing market rates and in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

Board of Directors of your company if of the view that in the betterment of the Company's future and growth prospective, passing of a resolution under Section 186 of the Companies Act, 2013 is the need of the time. The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend the Resolutions for your approval.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5 except to the extent of their shareholding.

By Order of the Board of Directors

For **RUBY TRADERS & EXPORTERS LIMITED**

Sd/-

**Ramrati Choudhury**

**Managing Director**

**DIN: 05178090**

Kolkata

November 10, 2014





# RUBY TRADERS & EXPORTERS LIMITED

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## POSTAL BALLOT FORM

(Please read the instructions overleaf carefully before completing this 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>141105001</b>
User ID :	As per e-voting instructions in item no. 11 of the Notice
Password :	As per e-voting instructions in item no. 11 of the Notice



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I/We, hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the businesses set out in the Notice 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
	Special Business		I/We assent to the Resolution	I/We dissent to the Resolution
1.	<b>Ordinary Resolution</b> for Increase in Authorised Capital of the Company from Rs. 5.00 Crores to Rs. 25.00 Crores			
2.	<b>Special Resolution</b> for Alteration in Memorandum of Association			
3.	<b>Special Resolution</b> for Allotment of Equity Shares of the Company on Preferential Basis			
4.	<b>Special Resolution</b> for Granting of Powers to create charge on Company's Properties under section 180(1)(a) of the Companies Act, 2013.			
5.	<b>Special Resolution</b> for Granting of Powers to make loans or investments and to give guarantees or to provide security under section 186 of the Companies Act, 2013.			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

(Signature of Sole/ First Shareholder)

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



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## **INSTRUCTIONS**

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be filled up and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned postal ballot forms will be rejected.
5. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. A shareholder need not use all his votes nor needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on 10<sup>th</sup> day of December 2014. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified in item 7 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date 31<sup>st</sup> October, 2014.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to members to exercise their right to vote for the resolution proposed to be passed through postal ballot vide electronic means and the voting may be done through e-voting services provided by Central Depository Services (India) Limited. However, the e-voting is optional for the members.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 31<sup>st</sup> October, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. Ms. Ankita Deora, Practising Company Secretary (ACS - 31851 / CP - 12604) has been appointed as the Scrutinizer to conduct the entire postal ballot process in a fair and transparent manner.
14. Members are informed that the votes casted electronically shall be treated as final, in case, votes are casted by any member through both the modes, i.e., electronically as well as by exercising the votes vide postal ballot forms.
15. The Scrutinizer's decision on the validity of the vote shall be final and binding.