

# **RUIA AQUACULTURE FARMS LTD**

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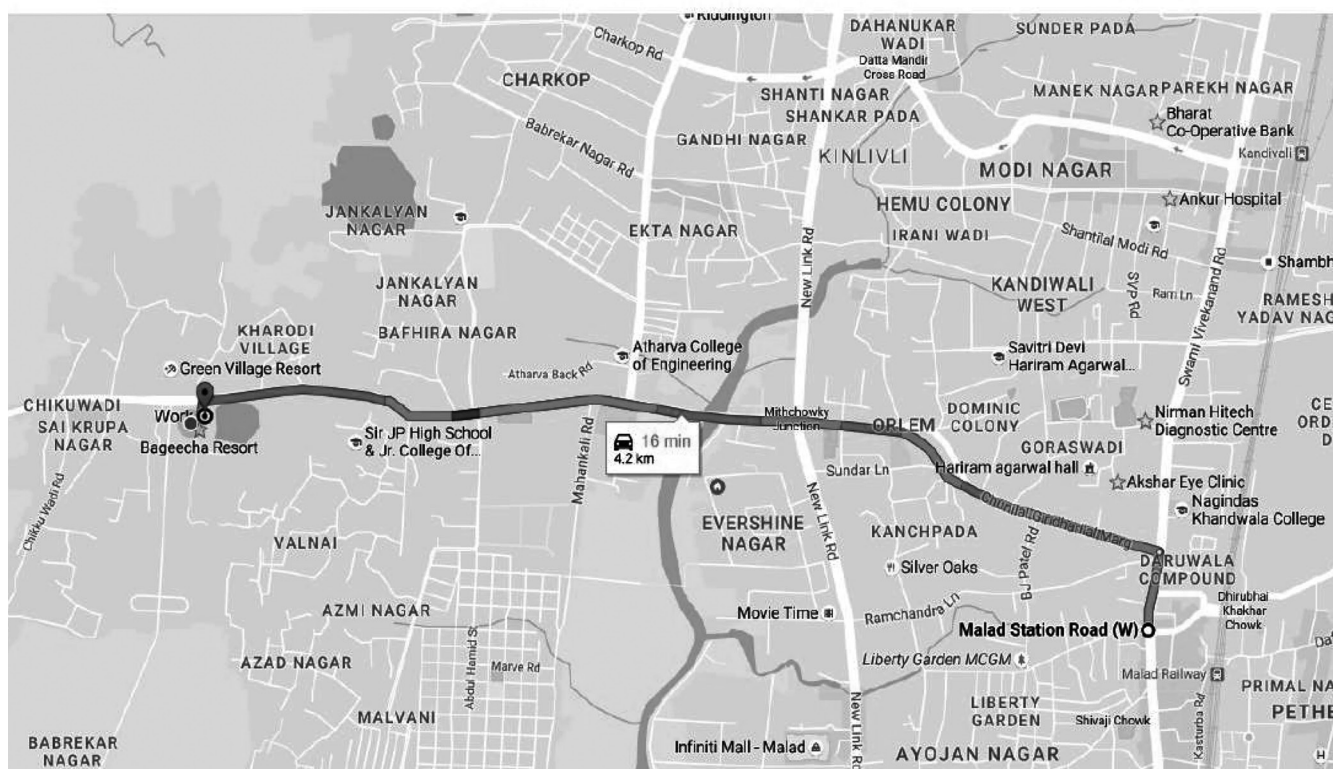
**ANNUAL REPORT  
2016 - 2017**

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## Route Map – Annual General Meeting

### Malad Station Road (W) to Swagath Bageecha Restaurant



**RUIA AQUACULTURE FARMS LIMITED**  
**(CIN: L05000MH1992PLC067862)**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS:**

Mr. Kamal Ruia (DIN: 01289990)	Promoter, Managing Director
Mr. Sharad Ruia (DIN: 00754312)	Promoter, Chairman, Director
Mr. Pradeep Ruia (DIN: 00623319)	Promoter, Director
Mr. Nagendra Shukla (DIN: 07472676)	Independent Director
Mr. Nageshwar Neela (DIN: 02087034)	Independent Director
Ms. Sumana Juliet John (DIN: 07472689)	Independent Director

**KEY MANAGERIAL PERSON:**

Mr. Kamal Ruia	Managing Director
Mr. Sharad Ruia	Chairman & Chief Financial Officer
Ms. Hiral Bhatt	Company Secretary

**STATUTORY AUDITORS:**

M/s. Mehul A Shah & Co

**SECRETARIAL AUDITORS:**

M/s. Dilip Bharadiya & Associates

**BANKERS:**

Kotak Mahindra Bank Ltd,  
Gr. Floor, Dattani Chambers,  
S.V. Road, Malad (West),  
Mumbai 400064

**REGISTERED OFFICE:**

Ruia House, 18/2 Sainath Road  
Malad (W), Mumbai- 400064  
Tel: 022 28831885, Fax: 022-28823770,  
E-Mail: ruiaaquaculturefarmsltd@gmail.com  
Web Site: - www.ruiaaquaculturefarmsltd.com

**REGISTRAR & SHARE TRANSFER AGENTS:**

Purva Shareregistry (India) Pvt. Ltd.  
Unit No. 9 Shiv Shakti Ind. Estate,  
J. R. Boricha Marg, Lower Parel East,  
Mumbai- 400011  
Tel: 022 23012518/ 23018261, Fax: 23012517  
E-mail:- busicomp@vsnl.com  
Website:- www.purvashare.com

## **NOTICE**

Notice is hereby given that the **25<sup>th</sup> Annual General Meeting** of the Shareholders of **Ruia Aquaculture Farms Limited** (CIN : L05000MH1992PLC067862) will be held on Saturday, August 12, 2017 at 10.00 a.m. at Swagath Bageecha Banquet, Marve Road, Malad West, Mumbai- 400095 to transact, with or without modification(s), as may be permissible, the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial statements for the financial year ended 31<sup>st</sup> March 2017 and the report(s) of the Directors and the Auditors thereon.
2. To reappoint a Director in place of Mr. Sharad Ruia (DIN: 00754312), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company for the financial year 2017-18 and to fix their remuneration and for the purpose, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s Mehul A Shah & Co., Chartered Accountants, Mumbai having ICAI Membership No.117337, be and are hereby reappointed as Statutory Auditors of the Company for the financial year 2017-18, to hold office from the conclusion of this 25<sup>th</sup> Annual General Meeting until the conclusion of 26<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** in accordance with the resolution passed in the Board Meeting held on March 23, 2016 and pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), approval of the Company be and is hereby accorded to ratify the re-appointment of Mr. Kamal Ruia (DIN: 01289990) as the Managing Director of the Company for a period of 05 years w.e.f. 23/03/2016, on the terms and conditions as passed at the Board Meeting held on March 23, 2016, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Mr. Kamal Ruia, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of loss of inadequacy of profit during the term of Mr. Kamal Ruia acting as Managing Director, remuneration payable to him, if any, shall be paid as per the monetary ceiling prescribed under Schedule V of the Companies Act, 2013 or as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the resolution.”

On behalf of the Board of Directors  
For **RUIA AQUACULTURE FARMS LIMITED**

Sd/-  
**Sharad Ruia**  
Chairman  
(DIN 00754312)

**Date:** May 23, 2017  
**Place:** Mumbai

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
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. A member holding more than ten percent 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.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 5, 2017 to Saturday, August 12, 2017 (both days inclusive).
4. Details in pursuance of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) in 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.
5. Electronic copy of the 25th Annual Report 2016-17, 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 Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the Notice of the 25th Annual Report 2016-17, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
6. Members are requested to :-
  - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31<sup>st</sup> March 2017, so as to enable the Company to keep the information ready.
  - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
  - iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address.
  - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
  - v. Approach the R&TA of the Company for consolidation of folios.
  - vi. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Companies Act, 2013 and forward the same to the R&TA, if not done. (Applicable for those holding shares in physical form).
  - vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company- Purva ShareRegistry (India) Private Limited-Unit No. 9 Shiv Shakti Ind. Estt. J.R. Borich Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai, Maharashtra- 400011 upto the date of book closure.
7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. The Company has listed its shares on the BSE Limited. The listing fees till date have been paid.
9. All the relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof. The aforesaid documents will also be available for inspection by members at the meeting.
10. 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 Requirement) Regulations 2015, the Company is pleased to provide its members the facility to exercise

their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting, 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 AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- iii. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The e-voting period commences on Wednesday, August 09, 2017 (9:00 am) and ends on, Friday, August 11, 2017 (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, August 5, 2017 may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, Member shall not be allowed to change it subsequently.

**The process and manner for remote e-voting are as under:**

**A. For Members receiving e-mail on their registered email ids from NSDL:**

- a. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password" for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- c. Click on "Shareholder - Login".
- d. Put User ID and password as initial password noted in step (1) above and Click Login.
- e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- g. Select "EVEN" of RUIA AQUACULTURE FARMS LIMITED.
- h. Members can cast their vote online from 9.00 am on Wednesday, August 09, 2017 till 5.00 p. m. on Friday, August 11, 2017.
- i. E-Voting shall not be allowed beyond 5.00 pm on Friday, August 11, 2017.
- j. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted. Kindly note that vote once casted cannot be modified.
- l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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, to the Scrutinizer through e-mail [dilip@csdilip.com](mailto:dilip@csdilip.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. For Members whose e-mail address is not registered:**

- a. Initial password is provided separately in the Annual report posted for the AGM:

**EVEN (e-voting Event Number) USER ID**

**PASSWORD/PIN**

- b. Please follow all steps from Sl. No. 10(A)(b) to Sl. No. 10(A)(l) above, to cast vote.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- d. If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/PIN for casting your vote.



- e. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - f. Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, August 5, 2017.
  - g. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date, August 5, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ruiaaquaculturefarmsltd@gmail.com](mailto:ruiaaquaculturefarmsltd@gmail.com) or [busicomp@vsnl.com](mailto:busicomp@vsnl.com). However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - h. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
  - i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
11. The Company has appointed Mr. Dilip Bharadiya, Practicing Company Secretary, FCS 7956 and CP 6740 as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from items No. 1 to 4 of the Notice for point No. 10 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013.
  12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  13. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through ballot paper in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman 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 report of the Scrutinizer, shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
  15. Members can access the Annual Report 2016-17 of the Company circulated to them on the website of the Company or on the Stock Exchange, [www.bseindia.com](http://www.bseindia.com)
  16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  17. The Securities and Exchange Board of India ("SEBI") has mandated submission of PAN by every participant in the Securities Market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
  18. Nomination Facility :

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No.SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

**19. Updation of Members Detail**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for capturing the additional details is appended in this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

On behalf of the Board of Directors  
For **RUIA AQUACULTURE FARMS LIMITED,**

**Sd/-**  
**Sharad Ruia**  
Director  
(DIN 00754312)

**Date:** May 23, 2017  
**Place:** Mumbai

**EXPLANATORY STATEMENT**  
**Pursuant to Section 102 of the Companies Act, 2013**

**Item No.4**

Mr. Kamal Ruia was appointed as Managing Director of the Company for a period of five years w.e.f. 23/03/2016 on the terms and conditions as passed in the Board Meeting held on 23/03/2016.

Ratification of the same is required to be taken from the members. The Board recommends the Special Resolution at item no. 4 of the notice for approval of the members.

Mr. Kamal Ruia and his relatives shall be deemed to be concerned or interested in the resolution. No other Directors, Key Managerial Personnel except Mr. Sharad Ruia, Chairman and Mr. Pradeep Ruia, Director or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

**Details of Directors seeking appointment/re-appointment at the Twenty Fifth Annual General Meeting in pursuance of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

<b>Name</b>	<b>Mr. Sharad Ruia</b>
<b>DIN</b>	00754312
<b>Date of Birth</b>	28/12/1960
<b>Qualification</b>	B.com, DFMB.
<b>Nature of Expertise</b>	Finance
<b>Experience</b>	35 Years
<b>Name of other Public Companies in which holds Directorship</b>	3 (Three)
<b>Name of other Companies in Committees of which holds Membership/ Chairmanship</b>	Nil
<b>Shareholding in Ruia Aquaculture Farms Limited</b>	Nil



**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

<b>Folio No.</b>	<b>No. of shares held</b>
Name and address of the shareholders	

I hereby record my presence at the 25<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Saturday, August 12, 2017 at 10.00 a.m. at Swagath Bageecha Banquet, Marve Road, Malad West, Mumbai-400095.

SIGNATURE OF THE SHAREHOLDER OR PROXY \* \_\_\_\_\_

\* Strike out whichever is not applicable

**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	
DP ID	

I/We, holding \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

EmailID: \_\_\_\_\_

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

EmailID: \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

EmailID: \_\_\_\_\_



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 12<sup>th</sup> day of August, 2017 at 10.00 a.m. at Swagath Bageecha Banquet, Marve Road, Malad West, Mumbai- 400095 or at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial statements for the financial year ended 31 <sup>st</sup> March 2017 and the reports of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Sharad Ruia (DIN: 00754312), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To consider appointment of Statutory Auditors of the Company for the financial year 2017-18.		
4.	Ratification of re-appointment of Mr. Kamal Ruia (DIN: 01289990) as the Managing Director of the Company.		

Signed this.....day of ..... 2017

Affix  
Revenue  
Stamp

Signature of the Shareholder \_\_\_\_\_

Note:

- This form in order to be effective should be duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
- Those members who have multiple folios with different joint holders may use copies of this proxy.