

# RUBY TRADERS & EXPORTERS LIMITED

## BOARD OF DIRECTORS

Rajnish Parolia	Director
Nishant Kothari	Executive Director
Ratan Pandit	Independent Director
Sovon Chakraborty	Independent Director

## REGISTERED OFFICE

42/1, B.B. Ganguly Street  
Kolkata-700 012

## BANKER

State Bank of Hyderabad

## AUDITORS

Mayank Bajoria  
106, K. C. S. Road,  
Ganges Garden, Block - C2  
1st Floor  
Howrah - 711102

## REGISTRAR & SHARE TRANSFER AGENT

### Niche Technologies Private Limited

Address : D-511, Bagree Market,  
71, B.R.B. Basu Road,  
Kolkata - 700001  
Phones : 2235-7270/7271  
FAX : 2215-6823  
Email : nichetechpl@nichetechpl.com  
URL : www.nichetechpl.com

## ANNUAL GENERAL MEETING

Date : 29<sup>th</sup> September 2012  
Time : 11.00 A.M.  
Venue : 42/1, B.B. Ganguly Street  
Kolkata - 700 012

## 31st Annual Report 2011-2012

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# RUBY TRADERS & EXPORTERS LIMITED

Regd. Office 42/1, B. B. GANGULY STREET, KOLKATA, WEST BENGAL - 700012

OFF No. : 033-22132858 Fax : 033-22132858

Email: rubytraders1981@gmail.com

## NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of **RUBY TRADERS & EXPORTERS LTD.** will be held on Saturday, the 29<sup>th</sup> day of September 2012 at 11.00 A.M. at 42/1, B.B. Ganguly Street, Kolkata-700012 to transact the following businesses as:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2012.
2. To appoint a Director in place of Mr. Rajnish Parolia, who retire by rotation and being eligible, offers himself for re- appointment.
3. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting and to fix their remuneration.

**"RESOLVED THAT** pursuant to section 224(5) of the Companies Act, 1956 "Bajoria Mayank & Associates", Chartered Accountants, having its office at 19 R. N. Mukherjee Road, Eastern Building, 1<sup>st</sup> Floor, Kolkata - 700 001, be and are hereby appointed as auditors of the company to hold the office until the conclusion of the next Annual General Meeting."

### **SPECIAL BUSINESS:**

4. To Consider if thought fit to pass with or without modification(s) the following resolution as ordinary resolution:  
**"RESOLVED THAT** Mr. Ratan Pandit, who was appointed as an Additional Director with effect from March 26, 2012 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 and Article 82 (2) of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."
5. To Consider if thought fit to pass with or without modification(s) the following resolution as ordinary resolution:  
**"RESOLVED THAT** Mr. Sovon Chakraborty, who was appointed as an Additional Director with effect from March 26, 2012 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 and Article 82 (2) of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his

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candidature for the office of a Director, be and is hereby appointed as a director of the company.”

6. To Consider if thought fit to pass with or without modification(s) the following resolution as ordinary resolution:

**RESOLVED THAT** Ms. Swati Kedia, a whole time Secretary in practice of 8/9, Mahendra Nath Roy Bye 1<sup>st</sup> Lane Howrah - 711101, be and is hereby appointed as for issuance of Compliance Certificate in terms of the provisions of section 383A (1) of Companies Act, 1956 and to hold the office till conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors and agreeable to them.

## Notes:

1. Explanatory Statement pursuant to section 173(2) of the Act, in respect of the business under items set out above as special business to be transacted at the Annual General Meeting are annexed hereto and forms part of the notice.
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.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The Register of Member and the Share Transfer Books of the Company will remain closed from 18<sup>th</sup> September 2012 to 25<sup>th</sup> September 2012 (both days inclusive).
5. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id **rubytraders1981@gmail.com** for quick and prompt redressal of their grievances.
6. Members desirous of getting any information about the accounts of the Company are requested to send their queries so as to reach at-least seven days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
7. Members are requested to intimate change in their address immediately to M/s Niche Technologies Private Limited., the Company's Registrar and Share Transfer Agents, at their office at D-511, Bagree Market, 71, BRB Basu Road, Kolkata - 700001.
8. Members holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share

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Certificates to M/s Niche Technologies Private Limited., Registrar and Share Transfer Agents of the Company, at their address given above.

9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
10. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Niche Technologies Private Limited., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
11. Members are requested to bring copies of Annual Report to the Annual General Meeting.
12. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
13. Members are requested to quote Folio Number/Client ID in their correspondence.
14. The Equity shares of the Company are listed on Calcutta Stock Exchange Association Limited and U.P. Stock Exchange Limited.

Kolkata, September 3, 2012

By order of the Board  
For RUBY TRADERS & EXPORTERS LTD.



**Registered Office :**  
42/1, B.B. Ganguly Street  
Kolkata - 700 012

**Sovon Chakrovorty**  
Director

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## Explanatory Statement

Pursuant to section 173(2) of Companies Act, 1956

### ITEM NO. 4.

Mr. Ratan Pandit was appointed as an Additional Director by the Board of Director w.e.f. March 23, 2012 in accordance with the provisions of Section 260 of the Companies Act, 1956 and Article 82(2) of Article of Association of the Company. Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act, 1956. The Board feels that presence of Mr. Ratan Pandit on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption. None of the Directors, except Mr. Ratan Pandit is concerned or interested in this resolution. The Board recommends resolutions under Item No. 4 to be passed as ordinary resolution.

### ITEM NO. 5.

Mr. Sovon Chakraborty was appointed as an Additional Director by the Board of Director w.e.f. March 23, 2012 in accordance with the provisions of Section 260 of the Companies Act, 1956 and Article 82(2) of Article of Association of the Company. Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act, 1956. The Board feels that presence of Mr. Sovon Chakraborty on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption. None of the Directors, except Mr. Sovon Chakraborty is concerned or interested in this resolution. The Board recommends resolutions under Item No. 6 to be passed as ordinary resolution.

### ITEM NO. 6

As per section 383A(1) of the Companies Act, 1956, every Company having paid up capital 10 lacs or more but less than 5 Crores shall require to obtain Compliance certificate from a Practicing Company secretary, every year and this certificate shall be attached to Boards' Report. So for the year commencing From 1.04.2012 ended on 31.03.2013, to obtain the above said certificate Ms. Swati Kedia, a whole time Secretary in practice of 8/9, Mahendra Nath Roy Bye 1<sup>st</sup> Lane Howrah - 711 101, is appointed in place of M/s. V. K. Sharma & Associates of 82/6/1, Bhairab Dutta Lane, 1<sup>st</sup> Floor, Salkia, Howrah - 711106.



## Directors' Report

To The Members,

Your Directors have pleasure in presenting the Thirty First Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2012.

Financial Results	(₹)	
	Year Ended 31.03.2012	Year Ended 31.03.2011
Income	4,53,954.00	99,478.00
Profit before Tax & extraordinary item	3,18,255.29	2,411.98
Less : Provision for Taxation	54,786.23	NIL
MAT Credit Entitlement	54,786.23	NIL
Deferred Tax	NIL	51.47
Profit after Tax	3,18,255.29	2360.51
Less : Adjustment of Tax for Earlier Years	NIL	NIL
Less : Transfer to General Reserve	NIL	NIL
Add : Profit brought forward from Previous Year	1,66,588.51	1,64,228.00
Balance carried forward	4,84,843.80	1,66,588.51

### BUSINESS OPERATIONS

The Business environment remains extremely challenging and the recessionary economic conditions leading to slowdown in demand and inflation pushed scale up of input costs left its adverse imprint on overall performance for 2011-2012. Directors are pleased to inform that in spite of difficult times, your Company, based on its intrinsic strength, has broadly maintained its performance.

### FUTURE PLANS

As you are aware to this fact that the market is not supporting to the businesses of the Company due to lack of demand, high inflation rate, significant drop in the growth of the Company, rise in Dollar price etc. In spite of all these, the Company is hopeful of maintaining its profitability in current financial year also and wants to expand its business in a big way. Apart from this the Company is willing to invest its money in Capital Market wisely and to earn from this investment.

### DIVIDEND

In order to conserve resources to meet the working capital requirements, your Directors do not propose any dividend for the year under review.

### MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

## **DIRECTORS:**

### **Retire by Rotation:**

Mr. Rajnish Parolia, a director of the Company retires by rotation as per the provisions of Companies Act, 1956, and being eligible, offers himself for re-appointment.

### **Resignation of director:**

Mr. Om Prakash Gupta and Mr. Ashok Kumar Gupta, Directors of the Company has been resigned from Directorship w.e.f. 20<sup>th</sup> April, 2012.

### **Resignation from the Office:**

Mr. Bishwanath Parolia resigned from the service of Authorized Officer w.e.f 29th August 2012.

### **Regularisation of Directors:**

Mr. Ratan Pandit and Mr. Sovon Chakraborty, were appointed as an Additional director of the Company w.e.f. 26<sup>th</sup> March 2012, will be regularized at the ensuing Annual General Meeting of the Company and be appointed as the normal Director being Independent director of the Company and in this regard the Company has received a request from a member of Company proposing their candidatures for the appointment of normal director.

### **Disclosure by Directors:**

Further, none of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annuals accounts, for the year ended 31st March 2012, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the annual accounts on a going concern basis.

## **STATUTORY INFORMATION**

The Company being basically in the trading business as well as an Investor in Capital & Money Market, requirement, regarding and disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

## **INFORMATION TECHNOLOGY**

Your Company believes that in addition to progressive thought, it is imperative to invest in research and development to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has entered into alliances/tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

## **RESEARCH & DEVELOPMENT**

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

## **AUDITORS**

The Auditors Mayank Bajoria, Chartered Accountant, Howrah holds the office until the conclusion of ensuing Annual General Meeting. Your Company has received certificate from the Auditors U/S 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed.

## **COMMENTS ON AUDITOR'S REPORT:**

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

## **COMPLIANCE CERTIFICATE:**

The Directors have gone through the observation of V. K. Sharma & Associates, a whole time secretary in practice of 82/6/1, Bhairab Dutta Lane, 1<sup>st</sup> Floor, Salkia, Howrah – 711106. Through their Compliance Certificate, year ended 31.03.2012 under section 383A (1) of Companies Act, 1956, has been annexed with the Board Report.

## **APPOINTMENT OF SECRETARIAL AUDITOR:**

Ms. Swati Kedia, a whole time Secretary in practice of 8/9, Mahendra Nath Roy Bye 1<sup>st</sup> Lane Howrah – 711 101, is being appointed for issuance the Compliance Certificate for the F. Y. ended 31.03.2013.

## **PARTICULARS OF EMPLOYEES**

There was only no employee in the Company during the year under review.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.