



RUBY TRADERS

&

EXPORTERS

LIMITED

Annual Report

2013-14

33rd ANNUAL REPORT

2013-2014

BOARD OF DIRECTORS

Ramrati Choudhury	Chairman & Managing Director
Nikunj Kanodia	Independent Director
Ashish Jalan	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Jyoti Goel

REGISTERED OFFICE

Martin Burn House
4th Floor, Room No. 52
1, R N Mukherjee Road
Kolkata – 700001

BANKERS

The Federal Bank Limited
State bank of Hyderabad

AUDITORS

Anish Kumar Banka
M/s. Bajoria Mayank & Associates
Chartered Accountants
19, R N Mukherjee Road
Kolkata – 700001

REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Private Limited
D-511, Bagree Market
71, B R B Basu Road
Kolkata – 700001

33rd
Annual General Meeting
To be held on
July 15, 2014 (Tuesday)
at 4.00 PM
at its Registered Office

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NOTICE

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution** :

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Bajoria Mayank and Associates, Chartered Accountants (Firm Registration No. 327336E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Seventh AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

“RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial Institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of Rs.25,00,00,000 (Rupees Twenty Five Crores only) and /or in equivalent foreign currency;

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

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

Ramrati Choudhury
Managing Director

June 12, 2014
Kolkata

IMPORTANT NOTES:

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

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

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

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

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

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

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

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

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

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

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

10. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2013-2014 will also be available on the company's website www.rubytraders.co.in for their download. The physical copies of the aforesaid documents will also be available at the company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: email@rubytraders.co.in

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

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

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

14. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

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

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

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

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company and omitting any special characters in Folio No.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders). Otherwise use default number DUMMY12345 in the PAN field.	

DOB#	Enter the Date of Birth as recorded in your demat account with CDSL in dd/mm/yyyy format .In case of demat accounts with NSDL/Physical cases use 01/01/1990 in the Date of Birth field.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. If not recorded, then use 1234567890 in the Bank Account Details.

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

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value **01/01/1990** in **DOB** Or **1234567890** in the **Bank Detail** column.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %and *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as the desired option. YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

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

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and

then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

- (D) The voting period begins on 9th July (9.00 a.m. IST) and ends on 11th July (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th June 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(F) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Mayank Bajoria, a Partner of Bajoria Mayank and Associates, Chartered Accountants, at the Registered Office of the Company not later than 11th July, 2014 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to email@rubytraders.co.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 11th July, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid

- (G) The Board of directors has appointed Mr. Mayank Bajoria, Partner, Bajoria Mayank and Associates, Chartered Accountants, as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
- (H) The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the meeting.
- (I) The results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (J) The Results declared along with the Scrutinizer's report(s) will be available on the website of the Company within 2 days of passing of the resolutions and communication of the same to CSE Limited and UPSE Limited.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**Item No. 3**

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

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

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

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

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

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

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

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

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

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

Item No. 4

Mr. Ashish Jalan is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company in the December 2013. Mr. Ashish Jalan is the chairman of the Stakeholders Relationship

Committee and Nomination and Remuneration committee and a member of Audit committee, of the board of Directors of the company.

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

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

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

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

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

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

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

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

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

Item No. 5

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

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

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