

Ruby Traders & Exporters Limited

CIN: L30000WB1981PLC033779



35th Annual Report 2015-16

Registered Office:

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

Corporate Office:

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

Email:

Rubytraders1981@gmail.com

Website:

www.rubytraders.co.in



Management Team:

Amit Devchand Rambhia	Chairman & Managing Director
Nikit Devchand Rambhia	Whole-Time Director
Meeta Mehta	Additional Independent Director
Rohit Mathur	Additional Independent Director
Nitesh Savla	Chief Financial Officer

Corporate Profile:

COMPANY SECRETARY & COMPLIANCE OFFICER:

Jinkle Ashok Khimsaria

REGISTERED OFFICE:

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

CORPORATE OFFICE:

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

BANKERS:

The Federal Bank Limited
HDFC Bank Limited

AUDITORS:

M/s. M Jhunjunwala & Associates
Chartered Accountants
Room no. 4, 4th Floor, 191,
C.R. Avenue, Kolkata-700007.

REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Niche Technologies Private Limited
D-511, Bagree Market, 71,
B.R.B. Basu Road, Kolkata-700001.

SECRETARIAL AUDITOR:

M/s. Ankita Nevatia & Co.
Company Secretaries
49, Madan Mohan Burman Road,
1st Floor, Kolkata-700007

INTERNAL AUDITOR:

M/s. R A N K S & Associates
Chartered Accountants
7A, Bentick Street, 2nd Floor,
Room No. 217, Kolkata-700001

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Notice of 35th Annual General Meeting

Notice is hereby given that an Annual General Meeting of the members of **RUBY TRADERS & EXPORTERS LIMITED** will be held on Monday, 26th September, 2016, at 02.00 pm at 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata - 700055 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2016 including Audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon;

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2016 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted.”

2. To declare a final dividend of Rupee One (Re. 1) per equity share of Face Value Rs. 10/- for the Financial Year 2015-16;

“RESOLVED THAT a final dividend of Rupee one (Re. 1/-) per equity share of Face Value Rs. 10/- each for the financial year 2015-16, as recommended by the Board, be and is hereby approved and declared.”

3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution;

“RESOLVED THAT, pursuant to proviso to Section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s Jain Salia & Associates, Chartered Accountants in Mumbai, having FRN 116291W, be and are hereby appointed as the Statutory Auditors of the company in place of M/s M Jhunhunwala & Associates, Chartered Accountants, having FRN 328750E, present auditors of the company, to hold the office from the end of this 35th Annual General Meeting until the conclusion of 36th Annual General Meeting of the company, on a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS:

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, 152, 160 and any other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Rohit Mathur (holding DIN: 06583736), who was appointed as the Additional Independent Director on 19th May, 2016 pursuant to the provisions of Companies Act, 2013, and who has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby ratified as an Independent Director of the company to hold office for five consecutive years, from 19th May, 2016 up to 18th May, 2021 and is not liable to retire by rotation.”

5. 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, 152, 160 and any other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mrs. Meeta Kaushal Mehta (holding DIN: 07515717), who was appointed as the Additional Independent Director on 19th May, 2016 pursuant to the provisions of Companies Act, 2013, and who has submitted a declaration that she meets the criteria of Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby ratified as an Independent Director of the company to hold office for five consecutive years, from 19th May, 2016 up to 18th May, 2021 and is not liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution;

“RESOLVED THAT pursuant to Section 2(78), 2(94), 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Central Government, if required, and such other consents and permission as may be required, consent of members of the Company be and is hereby accorded for payment of gross remuneration of Rs. 1,00,000/- per month to Mr. Amit Rambhia (holding DIN 00165919), Managing director of the Company, with effect from 1st April, 2016 and for a period of 3 years i.e. till 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the members or Central Government or such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution;

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Central Government, if required, and such other consents and permission as may be required, Mr. Nikit Rambhia (holding DIN: 00165678) be and is hereby appointed as the Whole-Time Director of the Company, with effect from 30th May, 2016 for a period of 5 years, commencing from 30th May, 2016 till 29th May, 2021 at



a gross remuneration of Rs. 1,00,000/- per month for a period of 3 years commencing from 30th May, 2016 till 29th May, 2019 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the members or Central Government or such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the whole-Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-Time Director, the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any."

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

**Jinkle Khimsaria
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 22nd August, 2016**

**NOTES:**

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself or herself and such proxy need not be a member of the Company. a proxy in order to be effective must be deposited at the Registered Office of the company in not less than 48 hours before commencement of the meeting.
- 2) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
- 3) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
- 4) **SERVING OF NOTICE:**

Electronic copy of the Notice of the Annual General Meeting (AGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / RTA /Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of (AGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. The notice of this meeting is also made available in the website of the company www.rubytraders.co.in.

- 5) The Register of Members and the Share Transfer books of the Company will remain closed from 20th September, 2016 to 26th September, 2016 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
- 6) Dividend as recommended by the Board of Directors, if approved, at the Annual General Meeting, will be paid as under:
 - I. To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited "NDSL" and the Central Depository Services (India) Limited "CDSL" as of the close of business hours on 19th September, 2016;
 - II. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 19th September, 2016.

- 7) **VOTING THROUGH ELECTRONIC MEANS:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 Central Depository Services (India) Limited (CDSL).



- 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 remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period commences on 23rd September, 2016 (9:00 am) and ends on 25th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com 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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **RUBY TRADERS & EXPORTERS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store



respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- 8) 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 at payaltachakandassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 25th September, 2016, upto 5:00 pm without which the vote shall not be treated as valid.
- 9) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 10) The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / register of beneficial owners maintained by depositories as at closing hours of business on Friday, 12th August, 2016.
- 11) The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 12) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 13) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 14) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date of 19th September, 2016, shall view the Notice on the Company's website or on the website of CDSL. Such Members are requested to send the written / email communication to the Company at rubytraders1981@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID & Password for e-voting and exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- 15) **PAYAL TACHAK AND ASSOCIATES**, practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.