# Ruby Traders & Exporters Limited

**CIN: L30000WB1981PLC033779**
**Regd. Office : 68, Jessore Road, Diamond City Complex, Block 5, Suite No.1E, Kolkata - 700055**
**Corp. Office: Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086**
**Email: rubytraders1981@gmail.com, Web: www.rubytraders.co.in**


Date: 15/06/2016

To
The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd.
Dalal Street, Fort
Mumbai – 400 001

Sub. -: Intimation of Notice of EOGM to be held on 11th July, 2016.

Ref. -: Scrip Code - 538742

Dear Sir / Madam,

This is to inform you that, the Company has issued Notice to the Shareholders today i.e. 15th June, 2016 in respect of EOGM to be held on 11th July, 2016, to get approval from shareholders to change the name of the Company (Notice enclosed).

Kindly take the same on your records and acknowledge the receipt.

Thanking you,
Yours faithfully,

For Ruby Traders & Exporters Ltd

Jinkle Khimsaria
Company Secretary & Compliance Officer
Place: Mumbai

RUBY TRADERS & EXPORTERS LIMITED

Encl.: As above

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## Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the members of RUBY TRADERS & EXPORTERS LTD will be held on Monday, 11th July, 2016, at 2 pm at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086 to transact the following business:

1. CHANGE OF NAME OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution for Name change of the Company under the Companies Act, 2013 as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 & 15 and other provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of Company from "Ruby Traders & Exporters Ltd." to "Panache Traders & Exporters Limited" or any other name as made available by the Registrar of Companies, Kolkata, West Bengal.

RESOLVED FURTHER THAT Ruby Traders & Exporters Ltd, be substituted with the new name, i.e., "Panache Traders & Exporters Limited" or any other name as made available by the Registrar of Companies, Kolkata, West Bengal and Clause I of the Memorandum of Association of the Company be substituted with the new name as per the fresh Certificate of Incorporation.

RESOLVED FURTHER THAT subject to the above, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with new name of the Company.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary be and are hereby authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities

herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company."

By Order of the Board of Directors of

Sd/-
Jinkle Khimsaria
Company Secretary & Compliance Officer

Place: Mumbai
Date: 10th June, 2016

Registered Office:
68, Jessore Road, Diamond City Complex, Block 5,
Suite No.1E, Kolkata - 700055
CIN: L30000WB1981PLC033779
Website: www.rubytraders.co.in
Email: rubytraders1981@gmail.com

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 Extraordinary General Meeting (EOGM) 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 (EOGM) 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) VOTING THROUGH ELECTRONIC MEANS

   Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the Extra Ordinary General Meeting scheduled to be held on Monday, 11th July, 2016, at 2 pm. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

   The Board of Directors has appointed M/s. Payal Tachak & Associates, a Practicing Company Secretary, as a Scrutinizer for the e-voting process. She will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared on or after the EOGM of the company and the resolutions will be deemed to be passed on the EOGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the web site of the company (www.rubytraders.co.in) within two days of the passing of the resolutions and communication of the same to the BSE Ltd.

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

(i) The voting period begins on 08th July, 2016 at 09.00 a.m IST and ends on 10th July, 2016 at 05.00 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 04th July 2016, 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.

(iii) Click on Shareholders.

(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.

(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 | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• 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.<br>• 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 or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| 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.<br>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in 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 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 Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 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 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.
- Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the EGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 04th July, 2016 shall view the Notice on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the EGM.

(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.

(xx) M/s. Payal Tachak & Associates, Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the EGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the EGM by physically attending the EGM. The facility for voting, through ballot paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

(xxi) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the EGM of the Company and communicated to the Bombay Stock Exchange (BSE).

(xxii) 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM: RESOLUTION NO. 1:

Pursuant to changes in the management of the Company, the new Management is of the view that the Company should be named after their brand name Panache. Further, to resonate the identity and the nature of activity of the management group it is proposed to change the name from Ruby Traders & Exporters Limited to Panache Traders & Exporters Limited or such other name as may be made available by the Registrar of Companies and agreed upon by the Board of Directors of the Company.

Board of Directors of the Company at their meeting held on 10th June, 2016 approved the proposed name change. The Company will file the application with Registrar of Companies to get the new name.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company consequent to name change.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

By Order of the Board of Directors of

Sd/-
Jinkle Khimsaria
Company Secretary & Compliance Officer

Place: Mumbai
Date: 10th June, 2016

Registered Office:
68, Jessore Road, Diamond City Complex, Block 5,
Suite No.1E, Kolkata - 700055
CIN: L30000WB1981PLC033779
Website: www.rubytraders.co.in
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## MGT-11 Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014*]*

CIN: L30000WB1981PLC033779
Name of the Company: RUBY TRADERS & EXPORTERS LTD
Registered office: 68, Jessore Road, Diamond City Complex,
Block 5, Suite No.1E, Kolkata - 700055
Website: www.rubytraders.co.in Email: rubytraders1981@gmail.com

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of the Company holding..... Equity shares hereby appoint

1. Name: ..... Address: .....
   Email id: .....Signature: ....., or failing him
2. Name: ..... Address: .....
   Email id: .....Signature: ....., or failing him
3. Name: ..... Address: .....
   Email id: .....Signature: .....,

As my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Monday, 11th July, 2016, at 2 pm at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Vote (optional)* | | |
|---|---|---|---|---|
| | Special Business | For | Against | Abstain |
| 1 | Change of name of the Company | | | |

Signed this..... day of..... 2016

AFFIX
Re 1/-
Revenue
Stamp

_____
Signature of shareholder

_____
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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**Email: rubytraders1981@gmail.com, Web: www.rubytraders.co.in**


## ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

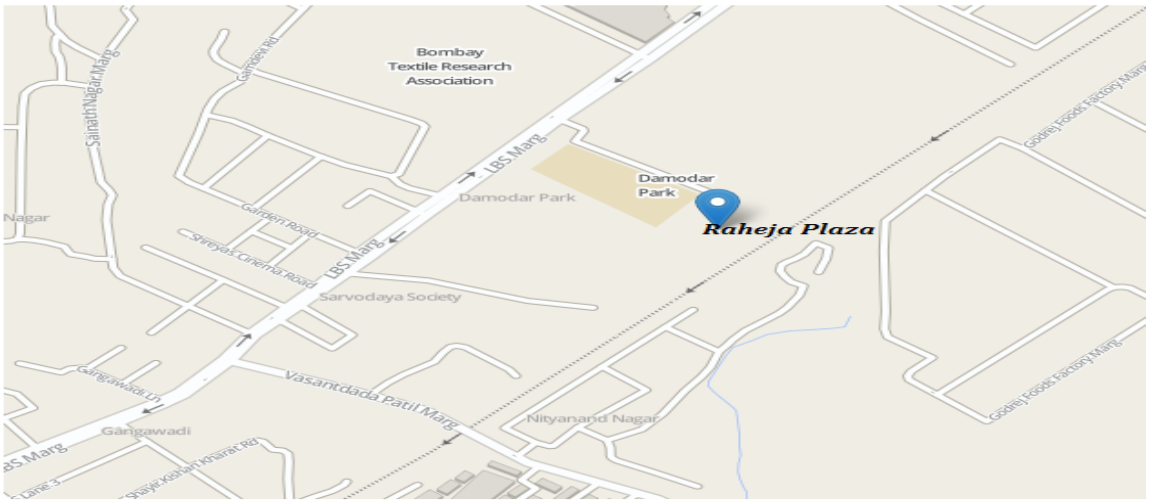
I, hereby record my attendance at the Extra Ordinary General Meeting of the members of RUBY TRADERS & EXPORTERS LTD on Monday, 11th June, 2016, at 2 pm at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086

| DP ID : | | CLIENT ID : | |
|---|---|---|---|
| NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS) | | | FOLIO NO. |
| | | | |

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

----------✂----------✂----------✂----------

| EVSN (Electronic Voting Event Number) | USER ID | PASSWORD/PIN |
|---|---|---|
| | | |

**Note:** E-voting period: 08th July, 2016 at 09.00 a.m IST and ends on 10th July, 2016 at 05.00 p.m. IST.
If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

Route Map for venue of EOGM of Ruby Traders & Exporters Ltd. to be held on Monday, 11th July, 2016 at 2.00 p.m. at Unit No. 201/B, Raheja Plaza-1, LBS Marg, Ghatkopar West, Mumbai-400086