

RUBY TRADERS & EXPORTERS LIMITED



CIN: L51909WB1981PLC033779

Regd. Office: "Martin Burn House", 1 R.N. Mukherjee Road,
4th Floor, Room No. 52, Kolkata - 700 001

Ph. No. : 033-40075364, Fax: 033-40075364

Email: email@rubytraders.co.in ; rubytraders1981@gmail.com

Website: www.rubytraders.co.in

Date: December 10, 2014

To, The Calcutta Stock Exchange Ltd. 7, Lyons Range Kolkata - 700001	To, The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	To, The U.P. Stock Exchange Ltd. Padam Towers, 14/113, Civil Lines Kanpur – 208001
---	---	--

Sub: Intimation under Clause 31D of The Listing Agreement

Dear Sir,

This is to inform you that the Board of Directors of the Company met today at the registered office of the company to declare the postal ballot results along with the scrutinizers's report submitted by the scrutinizer as per provisions of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), through Postal Ballot vide electronic means pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules").

As per the report submitted by the scrutinizer, the chairman declared the results and announced that the following resolution(s) stands passed by the members:

- a. Increase in Authorised Capital from Rs.5,00,00,000/- divided into 50,00,000 Equity shares of Rs. 10/- each to Rs.25,00,00,000/- divided into 2,50,00,000 Equity shares of Rs. 10/- each,
- b. Alteration in the existing clauses V of the Memorandum of Association of the Company relating to Increase in Authorised Capital,
- c. Allotment of 1,56,85,000 Equity Shares of Rs 10/- each at a premium of Re.1/- per share of the Company on Preferential Basis
- d. Granting of Powers to create charge on Company's Properties under section 180(1)(a) of the Companies Act, 2013.
- e. Granting of Powers to make loans or investments and to give guarantees or to provide security under section 186 of the Companies Act, 2013

Kindly take this on record and oblige.

Yours' Faithfully,
For **Ruby Traders & Exporters Limited**

Ramrati Choudhury
Managing Director
DIN : 05178090

RUBY TRADERS & EXPORTERS LIMITED



CIN: L51909WB1981PLC033779

Regd. Office: "Martin Burn House", 1 R.N. Mukherjee Road,
4th Floor, Room No. 52, Kolkata - 700 001

Ph. No. : 033-40075364, Fax: 033-40075364

Email: email@rubytraders.co.in ; rubytraders1981@gmail.com

Website: www.rubytraders.co.in

EXTRACTS OF THE MINUTES OF THE PROCEEDINGS OF ANNOUNCEMENT OF RESULT OF THE POSTAL BALLOT OF RUBY TRADERS & EXPORTERS LIMITED HELD ON 10TH DECEMBER, 2014 CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT , 2013 ON THE RESOLUTION(S) AS SET OUT IN THE NOTICE DATED 10TH NOVEMBER, 2014.

Chairman informed the Board that pursuant to section 110 read With Rules 22 Of The Companies (Management And Administration) Rules, 2014 the members of the company have approved on the following resolutions thereby passed to take note of the same.

INCREASE IN AUTHORIZED CAPITAL:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 as amended up to date (including any statutory modification(s) or re-enactments thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs.5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take such steps as may be necessary, proper or expedient to give effect to the above resolution.”

ALTERATION IN MEMORANDUM OF ASSOCIATION

“RESOLVED THAT in accordance with the provisions of Section 13 read with Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, as amended up to date (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing clauses V of the Memorandum of Association of the Company be and here by substituted as follows:

“The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or sub-divide the shares and issue shares of higher denomination.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take such steps as may be necessary, proper or expedient to give effect to the above resolution.”

RUBY TRADERS & EXPORTERS LIMITED



CIN: L51909WB1981PLC033779

Regd. Office: "Martin Burn House", 1 R.N. Mukherjee Road,
4th Floor, Room No. 52, Kolkata - 700 001

Ph. No. : 033-40075364, Fax: 033-40075364

Email: email@rubytraders.co.in ; rubytraders1981@gmail.com

Website: www.rubytraders.co.in

ALLOTMENT OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

"RESOLVED THAT in accordance with the provisions of Section 42, 62(1)(a)(iii) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the provisions of any rules/regulations/guidelines framed/issued by the Securities and Exchange Board of India ("SEBI") (including any amendments thereto or any re-enactment thereof for the time being in force), the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, SEBI, Stock Exchanges and any other appropriate and/or concerned authorities, institutions or bodies (the "Approvals"); and such conditions or modifications as may be prescribed by any of them while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 1,56,85,000 (One Crore Fifty Six Lakhs Eighty Five Thousand Only) Equity Shares of Rs.10/- (Rupees Ten Only) each of M/s. Ruby Traders & Exporters Limited for cash at a price of Rs. 11/- (Rupees Eleven Only) per Equity Share on preferential basis considering the date 30 days prior to the date of this meeting as the Relevant Date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors.

RESOLVED FURTHER THAT the Relevant Date in relation to the Equity Shares for the purpose of determining the issue price under the SEBI Regulations for Preferential Issue shall be 10/11/2014, the date 30 days prior to the date of the General Meeting where the proposed issue is to be considered."

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted within a period of fifteen (15) days from the date of passing this Special Resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI Regulations as amended from time to time."

RESOLVED FURTHER THAT the said Equity Shares to be issued and allotted thereof pursuant to the preferential issue shall be subject to a lock in period as per SEBI Regulations as amended from time to time."

RESOLVED FURTHER THAT i) The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank *pari-passu* with the then existing Equity Shares in the Company

RUBY TRADERS & EXPORTERS LIMITED



CIN: L51909WB1981PLC033779

Regd. Office: "Martin Burn House", 1 R.N. Mukherjee Road,
4th Floor, Room No. 52, Kolkata - 700 001

Ph. No. : 033-40075364, Fax: 033-40075364

Email: email@rubytraders.co.in ; rubytraders1981@gmail.com

Website: www.rubytraders.co.in

in all respects, including in respect of dividend; ii) For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company: iii) to enter into and execute all such agreements/arrangements as the case may be with any authorities / agencies, listing of the shares/ securities on Exchange (s); iv) to settle any questions, difficulties, doubts that may arise in regard to the offer, issue and allotment of securities and utilisation of the issue proceeds as it may in its absolute discretion deem fit, v) to do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary, desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreement/s; vi) to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company.

GRANTING OF POWERS TO CREATE CHARGE ON COMPANY'S PROPERTIES UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the members hereby accorded, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to excise the power under this resolution, be and is

RUBY TRADERS & EXPORTERS LIMITED



CIN: L51909WB1981PLC033779

Regd. Office: "Martin Burn House", 1 R.N. Mukherjee Road,
4th Floor, Room No. 52, Kolkata - 700 001

Ph. No. : 033-40075364, Fax: 033-40075364

Email: email@rubytraders.co.in ; rubytraders1981@gmail.com

Website: www.rubytraders.co.in

hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

GRANTING OF POWERS TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

"**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 2013 (including any statutory modification or re-enactment thereof), if any, the consent of the members is accorded, to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 50 Crore (Rupees Fifty Crore only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to exercise the power under this resolution, be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

For RUBY TRADERS & EXPORTERS LIMITED

Ramrati Choudhury
Managing Director
DIN: 05178090