

Date: 05th September, 2023

To, The General Manager Capital Market(Listing) National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Symbol: RUBYMILLS	To, Dy. General Manager Marketing Operations (Listing) The BSE P. J. Towers, 25th Floor, Dalal Street, Fort, Mumbai-400 001 Code: 503169
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Dear Sir(s),

Subject: Submission of Annual Report for the Financial Year 2022-23.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 107th Annual General Meeting of the Company will be held on Wednesday, 27th September, 2023. Please find enclosed copy of the Annual Report for the financial year 2022-23.

Kindly take the above on record and acknowledge the receipt

Thanking you,
Yours faithfully,

For THE RUBY MILLS LIMITED

ANURADHA Digitally signed by
NISHIKANT ANURADHA NISHIKANT
TENDULKAR TENDULKAR
TENDULKAR Date: 2023.09.05
19:21:46 +05'30'

Anuradha Tendulkar
Company Secretary and Compliance Officer

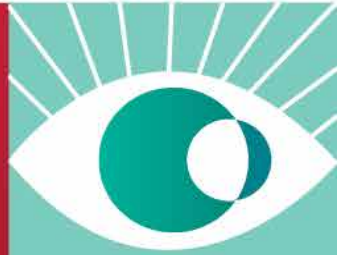
Enclosed as above

SINCE
1917

trust



growth



quality
excellence



vision



innovation



sustainability



RUBY

ANNUAL REPORT 2022 • 23

A PLACE IN THE HEART OF THE CITY.
AND ITS PEOPLE TOO.





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L I N E N

— 1917 —

THE RUBY MILLS LIMITED

Chairman Emeritus

Smt. Aruna Manharlal Shah

Board of Directors

Shri Hiren Manharlal Shah, Executive Chairman
Shri Bharat Manharlal Shah, Managing Director
Shri Viraj Manharlal Shah, Managing Director
Shri Purav Hiren Shah, Executive Director
Shri Shardul J. Thacker, Non Executive Independent Director
Shri Yogen S. Lathia, Non Executive Independent Director
Shri Mehernosh R. Currawalla, Non Executive Independent Director
Smt Jasvanti A. Patel, Non Executive Independent Director
Shri Rahul G. Divan, Non Executive Independent Director
Shri Deepak R. Shah, Non Executive Non-Independent Director

Chief Executive Officer & Chief Financial Officer*

Shri Purav Hiren Shah

Company Secretary & Compliance Officer

Ms. Anuradha Tendulkar (From 7th May, 2022)

Solicitors

Federal & Company
Rashmikant & Partners

Statutory Auditors

M/s. C N K & Associates LLP, Chartered Accountants, Mumbai

Bankers / Term Lenders to the Company

State Bank of India	Bank of Baroda
Bank of India	Housing Development Finance Corporation Ltd. (HDFC Ltd.)
Indusind Bank Limited	

Registered Office

Ruby House, J. K. Sawant Marg, Dadar West, Mumbai – 400 028,
Email: info@rubymills.com; Phone: +91-22-24387800; Website: www.rubymills.com

Plant Locations

Dhamni Complex	Kharsundi Complex
Village Dhamni	Village Kharsundi
Taluka Khalapur	Taluka Khalapur
Dist. Raigad	Dist. Raigad

Registrar and Share Transfer Agent

Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Makwana Road, Marol Andheri (E), Mumbai – 400 059
Tel.: 022-62638200, Fax: 022-62638299

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SUMMARISED FINANCIAL DATA

Sr. No.	Particular	2017-18 (Ind AS)	2018-19 (Ind AS)	2019-20 (Ind AS)	2020-21 (Ind AS)	2021-22 (Ind AS)	2022-23 (Ind AS)
1	Total Revenue	20,798	20,090	19,301	13,351	19,989	26462
2	Profit Before Depreciation and interest	6,297	4,817	5,498	4,849	5,565	5653
3	Finance Cost	1,051	929	509	787	966	413
4	Depreciation and amortization Expense	1,547	1,363	1,201	841	913	869
5	Profit Before Tax	3,699	2,525	3,787	3,221	3,686	4370
6	Provision for Tax including Current tax and Adjustment of earlier Years	1,237	911	1,083	571	587	802
7	Provision for Deferred tax	(1,054)	(166)	(66)	65	(6)	46
8	Profit After Tax	3,516	1,780	2,770	2,585	3,105	3523
9	Add: Other Comprehensive Income	34	(15)	(7)	37	27	7
	Add: Surplus Brought Forward	8,071	11,270	12,683	14,740	17,362	20368
	Balance available for Appropriation	11,622	13,035	15,446	17,362	20,368	23898

THE RUBY MILLS LIMITED

(CIN: L17120MH1917PLC000447)

Registered Office:

Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-28
Email: info@rubymills.com • Website: www.rubymills.com
Phone: 022-24387800/30997800, Fax: +91-22-24378125.

NOTICE

Notice is hereby given that the **HUNDRED AND SEVENTH** Annual General Meeting (AGM) of the Members of The Ruby Mills Limited will be held on Wednesday, 27th day of September, 2023 at 4.00 P.M. at The Ruby, Lobby level, 29 Senapati Bapat Marg, Dadar, Mumbai 400028 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Report of the Board of Directors and Auditors thereon.
2. To declare the final dividend on Equity Shares for the Financial Year ended 31st March, 2023.
3. To appoint a Director in place of Shri. Bharat Manharlal Shah (DIN - 00071248) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

SPECIAL BUSINESS**4. Ratification of Cost Auditor Remuneration for the financial year 2023-24**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Company hereby ratifies the remuneration of ₹ 2,25,000/- (Rupees Two Lakh and Twenty Five Thousand Only) plus taxes, if any, as applicable and re-imbursalment of out of pocket expenses, payable to Shri. Dakshesh H. Zaveri, Cost Accountant, (Firm Registration Number-102183), who has been appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records of the Company’s Textile manufacturing units at Dhamni and Kharsundi Plant unit for the financial year 2023-24.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

5. **Re-appointment of Shri. Hiren M. Shah (DIN: 00071077) who will attain the age of seventy years as the Executive Chairman of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 2(54), 188, 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”), provisions of Articles of Association of the Company and the recommendation of Audit Committee and Nomination and Remuneration Committee, consent of members be and is hereby accorded for re-appointment of Shri Hiren M. Shah (DIN-00071077) as Executive Chairman of the Company, who shall attain the age of seventy years next

year i.e., in 2024, for a period of five years with effect from 1st April 2024 up to 31st March 2029 on such terms and conditions as may be mutually decided between the Board and Shri. Hiren M. Shah.

“RESOLVED THAT pursuant to Sections 196, 197, 198 and read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the remuneration of ₹ 15,00,000 (Rupees Fifteen Lakhs Only) per month from for period of three years from 1st April 2024 to 31st March 2027 payable to Shri. Hiren M. Shah, Executive Chairman of the Company exclusive of the perquisites as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT the remuneration as set out above be paid to Shri. Hiren M. Shah pursuant to Section 197 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013, notwithstanding that in any financial year of the Company during his tenure as Executive Chairman, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or reenactment thereof in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

6. Re-appointment of Shri. Bharat M. Shah (DIN: 00071248) as the Managing Director of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027.

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

“RESOLVED THAT pursuant to the provisions of Section 2(54), 188, 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”), provisions of Articles of Association of the Company and on the recommendations of Audit Committee and Nomination and Remuneration Committee, the consent of members be and is hereby accorded for re-appointment of Shri Bharat M. Shah (DIN-00071077) as Managing Director of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 on such terms and conditions as may be mutually decided between the Board and Shri. Bharat M. Shah.

“RESOLVED THAT pursuant to Sections 196, 197, 198 and read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the remuneration of ₹ 15,00,000 (Rupees Fifteen Lakh Only) per month from for period of three years from 1st April 2024 to 31st March 2027 payable to Shri. Bharat M. Shah, Managing Director of the Company exclusive of the perquisites as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT the remuneration as set out above be paid to Shri. Bharat M. Shah pursuant to Section 197 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013, notwithstanding that in any financial year of the Company during his tenure as Executive Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary

the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or reenactment thereof in force.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

7. Re-appointment of Shri. Viraj M. Shah (DIN: 00071616) as the Managing Director of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027.

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

“**RESOLVED THAT** pursuant to the provisions of Section 2(54), 188, 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”), provisions of Articles of Association of the Company and on the recommendations of Audit Committee and Nomination and Remuneration Committee, consent of members be and is hereby accorded for re-appointment of Shri Viraj M. Shah as Managing Director of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 on such terms and conditions as may be mutually decided between the Board and Shri. Viraj M. Shah.

“**RESOLVED THAT** pursuant to Sections 196, 197, 198 and read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the remuneration of ₹ 15,00,000(Rupees Fifteen Lakh Only) per month from for period of three years from 1st April 2024 to 31st March 2027 payable to Shri. Viraj M. Shah, Managing Director of the Company exclusive of the perquisites as set out in the Explanatory Statement annexed to the notice convening the AGM”

“**RESOLVED FURTHER THAT** the remuneration as set out above be paid to Shri. Viraj M. Shah pursuant to Section 197 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013, notwithstanding that in any financial year of the Company during his tenure as Executive Chairman, the Company has made no profits or profits are inadequate.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or reenactment thereof in force.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

8. Continuation of term of Shri. Shardul Thacker (DIN: 00153001) as an Independent Director, Non-Executive Director due to attainment of age of 75 years

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder and based on the recommendation of the Nomination and Remuneration Committee, approval of Members be and is hereby accorded for continuation of the term of Shri. Shardul Thacker (DIN: 00153001) as an Independent Non-Executive Director of the Company after attaining the age of 75 years.

“RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents, or writings as may be necessary, proper or expedients for the purpose of giving effect to foregoing resolutions and for matters concerned therewith or incidental thereto.

**By order of the Board
For The Ruby Mills Limited**

**Sd/-
Hiren M. Shah
Executive Chairman
DIN: 00071077**

Place: Mumbai
Dated: 14th August 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item No. 4 to Item No. 8 of the Notice is appended hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE HUNDRED AND SEVENTH ANNUAL GENERAL MEETING (hereinafter referred to as 'AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the Proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the AGM. A Proxy form is sent herewith. Proxies submitted on behalf of Limited Companies, Corporate Members, Societies etc, must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members are requested to send at the Registered Office of the Company or a scanned copy (in JPEG / PDF format) to the Company's Registrar and Share Transfer Agent at vinod.y@bigshareonline.com with a copy marked to info@rubymills.com, a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.

4. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 123 of the Companies Act, 2013, the Company has transferred the unclaimed final dividend of 73,557.00 the year 2014-15 on due date to the Investor Education and Protection Fund established by the Central Government. The Company will accordingly transfer unclaimed dividend amount pertaining to Dividend for the year 2015-16 to the Investors Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company (<http://www.rubymills.com/investors/investors-iepf-information>) and on the website of the Ministry of Corporate Affairs.

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

5. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Member as on 20th September 2023.

6. Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other permitted means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers' cheque / demand draft to such Members, subject to availability of postal services and / or courier services.

7. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at info@rubymills.com For the detailed process, please visit website of the Company www.rubymills.com

8. Members who wish to claim dividends that remain unclaimed / unpaid are requested to write to the Company's Registrar and Share Transfer Agent (at details mentioned herein) or the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed or remain unpaid for seven years from the date of transfer to the Company's unpaid dividend account will be / is transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect whereof dividend remains unclaimed / unpaid for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act read with Rules notified thereunder, as may be amended from time to time.

9. Member/proxies should bring duly filled Attendance Slip sent herewith to attend the meeting.
10. The Company or its Registrars cannot act on any request received directly from the Members holding shares 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 or its Registrar.
11. Route map and prominent land mark for easy location of venue of the Annual General Meeting is provided in the Annual Report and the same shall also be available on the Company's website www.rubymills.com .
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
13. Pursuant to Section 108 of the Companies Act, 2013 and relevant Rules framed there under as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at Annual General Meeting by electronic means. The Members whose name is appearing in the Registers of Members / list of Beneficial Owners as on Wednesday, 20th September, 2023, being the cut-off date, are entitled to vote on Resolutions set forth in the Notice. Person who is not a Member as on the cut off date should treat this Notice for information purposes only. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 9.00 A.M. on Sunday, 24th September, 2023 and will end at 5.00 P.M. on Tuesday, 26th September, 2023. In addition, the facility for voting through electronic means shall be made available at the venue of Annual General Meeting and the members attending who have not already cast their vote by remote e-voting shall be eligible to vote at the Annual General Meeting.
14. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
15. Shri. Saurabh Agarwal, (Certificate of Practice No.20907), failing him, Ms. Deepti Kulkarni (Certificate of Practice No. 22502), Partners of M/s. MMJB & Associates, Practicing Company Secretaries, is appointed as a Scrutinizer to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
16. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting electronically with the assistance of scrutinizer, for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
17. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall then provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rubymills.com. The Company shall simultaneously forward the results to the Stock Exchanges where the Company's shares are listed.
19. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write their queries to the Company at least seven days in advance of the meeting in order to keep the information required, readily available at the meeting.
20. The Annual Report duly circulated to the members of the Company electronically, is available on the Company's Website at www.rubymills.com .
21. The documents pertaining to Special Business are available for inspection at the registered office of the Company between 10.30 a.m. and 12.30 p.m. on any working day prior to the meeting.

22. M/s. Big Share Services Private Limited having its office at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India are the Registrar and Transfer Agent for shares held in physical form and in electronic / demat form. The Register of Members is maintained at the Office of the Registrar and Share Transfer Agents
23. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2, in respect of the Directors seeking appointment/ re-appointment, is provided in the Corporate Governance Report, forming part of the Annual Report 2022-23.
24. Members who hold shares in dematerialised form are requested to direct any change of address/bank mandate to their respective Depository Participant

25. **Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:**

1. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Further, as per MCA General Circular no. 03/2022 dated 5th May, 2022 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Physical copy of AGM Notice and Annual Report will be sent to the Members on their request, who have not registered their e-mail address with the Company or Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2022-23 is available on the Company's website www.rubymills.com, website of the Stock exchanges i.e. BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. www.evoting.nsdl.com. Members who have not registered their e-mail address with the Company or their Depository Participant are requested to register their e-mail address in the following manner:

For shares held in Physical form	Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
For shares held in Dematerialized form	The Members holding shares in electronic mode are also requested to register/ update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained.

Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 to avoid freezing of their folios on or after April 1, 2023 with RTA.

26. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
27. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
28. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.

29. Members may note that, as mandated by SEBI, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the Company, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.

30. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH13 to the Registrar and Share Transfer Agent. The said form is available on the Company's website. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

Form ISR - 3: For opting out of nomination by shareholder(s)

Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

31. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.

Important Communication to Members

1. Electronic copy of the Notice of the 107th (Hundred and Seventh) Annual General Meeting of the Company inter alia indicating the process and manner of e-voting are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

2. Voting by electronic means

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period will commence at 9.00 A.M. on Sunday, 24th September, 2023 and will end at 5.00 P.M. on Tuesday, 26th September, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in “**process for those shareholders whose email ids are not registered**”.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@rubymills.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@rubymills.com.

The Instructions for Members for e-Voting on the Day of the AGM are as Under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM personally and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**By order of the Board
For The Ruby Mills Limited**

**Sd/-
Hiren M. Shah
Executive Chairman
DIN: 00071077**

Place: Mumbai
Dated: 14th August 2023

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 4 to Item Nos. 8 of the accompanying Notice.

Item No.4

Ratification of Cost Auditor Remuneration

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Shri Dakshesh H. Zaveri of M/s. D.H. Zaveri, Cost Accountants, to conduct the audit of the Cost records of the Company's Textile manufacturing units at Dhamni and Kharsundi for the financial year ending March 31, 2024.

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2023-24, as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

Item No. 5

Re-appointment of Shri. Hiren M. Shah (DIN: 00071077) as the Executive Chairman of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027.

The Board of Directors in their meeting held on 30th May 2023 approved the re-appointment of Shri. Hiren M. Shah, the Executive Chairman of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from April 01, 2024 up to 31st March, 2029 on such terms and conditions as are mentioned here in under. Furthermore, the remuneration of Shri. Hiren M. Shah was approved by the Board in their meeting held on 30th May 2023 for a period of three years with effect from 1st April 2024 up to 31st March, 2027. The re-appointment and remuneration were recommended by Nomination and Remuneration Committee. Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution in case Company is having inadequate profits. The members are hereby informed that the Company is having inadequate profits for the financial year 2022-23. His brief profile is mentioned in Annexure A. All the necessary disclosures pursuant to Schedule V Part II are hereby disclosed in Annexure B.

Shri. Hiren Shah will be attaining the Company is immense and he is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends continuation of appointment of Shri. Hiren M. Shah as Executive Chairman of the Company post attaining seventy years of age.

Details of terms of appointment and remuneration payable to Shri Hiren M. Shah are given below:

a) Tenure of Remuneration:

From 1st April, 2024 Up to 31st March, 2027

b) Basic Salary exclusive of perquisites:

15,00,000 per month.

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows

I. Housing:

The Company shall provide free furnished accommodation. The company may provide furniture and fixture and electrical gadgets etc to the directors. The value of benefit (if provided) will be determined as per the Income Tax Rules.

II. Reimbursement of medical expenses:

Reimbursement of domestic and overseas medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents. The overseas medical expenses shall be allowed to the extent of expenses allowed as per RBI Rules. The value of benefit (if provided) will be determined as per the Income Tax Rules.

III. Leave travel concession:

Leave Travel Concession for self and family, twice a year in a block of four years, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents. The value of benefit will be determined as per the Income Tax Rules.

IV. Personal accident insurance:

Personal accident insurance cover for self. The value of benefit will be determined as per the Income Tax Rules.

V. Contribution to provident fund and superannuation fund:

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company shall be allowed and any payment in excess of `7.5 lacs shall be treated as perquisite taxable under the Income Tax Act, 1961.

VI. Leave and encashment of leave:

As per the Rules of the Company.

VII. Gratuity and / or contribution to gratuity fund:

As per the Rules of the Company.

VIII. Use of car and telephone:

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses and cellular phone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use, if any, shall be as per the provisions of the Income tax Act.

IX. Use of Electronic Items

The company shall provide use of electronic items such as data storage and handling devices like computer, digital diaries and printers and may transfer such electronic items to the directors, either free of charge or against in adequate consideration as per provisions of Income Tax Act.

X. Use of Electricity at residence of the Directors

Due to various reasons including Covid Pandemic, work from home has become part of the business culture, in which electricity expenses are incurred towards use of internet, use of video conferencing, wi-fi, use of monitors, printers etc. by directors for working from residence and hence electricity expenses to the extent of (I say) 25% of the consumed electricity shall be reimbursed on actual production of electricity expense bills. Such reimbursement shall not be considered as perquisite.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the fixing of remuneration of Executive Chairman, for the approval of the members of the Company.

Shri Bharat M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Shri. Hiren M. Shah (Brother) and Shri. Viraj M. Shah (Brother) in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Bharat M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No. 6

Re-appointment of Shri. Bharat M. Shah (DIN: 00071248) as the Managing Director of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027.

The Board of Directors in their meeting held on 30th May 2023 approved the re-appointment of Shri. Bharat M. Shah, the Managing Director of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from April 01, 2024 up to 31st March, 2029 on such terms and conditions as are mentioned here in under. Furthermore, the remuneration of Shri. Bharat M. Shah was approved by the Board in their meeting held on 30th May 2023 for a period of three years with effect from April 01, 2024 up to 31st March, 2027. The re-appointment and remuneration were recommended by Nomination and Remuneration Committee. Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution incase Company is having inadequate profits. The members are hereby informed that the Company is having inadequate profits for the financial year 2022-23. His brief profile is mentioned in Annexure A. All the necessary disclosures pursuant to Schedule V Part II are hereby disclosed in Annexure B.

Details of terms of appointment and remuneration payable to Shri Bharat M. Shah are given below:

a) Tenure of Remuneration:

From 1st April, 2024 Up to 31st March, 2027

b) Basic Salary exclusive of perquisites:

15,00,000 per month.

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

I. Housing:

The Company shall provide free furnished accommodation. The company may provide furniture and fixture and electrical gadgets etc to the directors. The value of benefit (if provided) will be determined as per the Income Tax Rules.

II. Reimbursement of medical expenses:

Reimbursement of domestic and overseas medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents. The overseas medical expenses shall be allowed to the extent of expenses allowed as per RBI Rules. The value of benefit (if provided) will be determined as per the Income Tax Rules.

III. Leave travel concession:

Leave Travel Concession for self and family, twice a year in a block of four years, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents. The value of benefit will be determined as per the Income Tax Rules.

IV. Personal accident insurance:

Personal accident insurance cover for self. The value of benefit will be determined as per the Income Tax Rules.

V. Contribution to provident fund and superannuation fund:

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company shall be allowed and any payment in excess of `7.5 lacs shall be treated as perquisite taxable under the Income Tax Act, 1961.

VI. Leave and encashment of leave:

As per the Rules of the Company.

VII. Gratuity and / or contribution to gratuity fund:

As per the Rules of the Company.

VIII. Use of car and telephone:

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses and cellular phone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use, if any, shall be as per the provisions of the Income tax Act.

IX. Use of Electronic Items

The company shall provide use of electronic items such as data storage and handling devices like computer, digital diaries and printers and may transfer such electronic items to the directors, either free of charge or against in adequate consideration as per provisions of Income Tax Act.

X. Use of Electricity at residence of the Directors

Due to various reasons including Covid Pandemic, work from home has become part of the business culture, in which electricity expenses are incurred towards use of internet, use of video conferencing, wi-fi, use of monitors, printers etc. by directors for working from residence and hence electricity expenses to the extent of (I say) 25% of the consumed electricity shall be reimbursed on actual production of electricity expense bills. Such reimbursement shall not be considered as perquisite.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the fixing of remuneration of Executive Chairman, for the approval of the members of the Company.

Shri Bharat M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Shri. Hiren M. Shah (Brother) and Shri. Viraj M. Shah (Brother) in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Bharat M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No. 7**Re-appointment of Shri. Viraj M. Shah (DIN: 00071616) as the Managing Director of the Company for a period of five years with effect from 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027.**

The Board of Directors in their meeting held on 30th May 2023 approved the re-appointment of Shri. Viraj M. Shah, the Managing Director of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from April 01, 2024 up to 31st March, 2029 on such terms and conditions as are mentioned here in under. Furthermore, the remuneration of Shri. Viraj M. Shah was approved by the Board in their meeting held on 30th May 2023 for a period of three years with effect from April 01, 2024 up to 31st March, 2027. The re-appointment and remuneration were recommended by Nomination and Remuneration Committee. Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution in case Company is having inadequate profits. The members are hereby informed that the Company is having inadequate profits for the financial year 2022-23. His brief profile is mentioned in Annexure A. All the necessary disclosures pursuant to Schedule V Part II are hereby disclosed in Annexure B.

Details of terms of appointment and remuneration payable to Shri Viraj M. Shah are given below:

a) Tenure of Remuneration:

From 1st April, 2024 Up to 31st March, 2027

b) Basic Salary exclusive of perquisites:

15,00,000 per month.

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

I. Housing:

The Company shall provide free furnished accommodation. The company may provide furniture and fixture and electrical gadgets etc to the directors. The value of benefit (if provided) will be determined as per the Income Tax Rules.

II. Reimbursement of medical expenses:

Reimbursement of domestic and overseas medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents. The overseas medical expenses shall be allowed to the extent of expenses allowed as per RBI Rules. The value of benefit (if provided) will be determined as per the Income Tax Rules.

III. Leave travel concession:

Leave Travel Concession for self and family, twice a year in a block of four years, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents. The value of benefit will be determined as per the Income Tax Rules.

IV. Personal accident insurance:

Personal accident insurance cover for self. The value of benefit will be determined as per the Income Tax Rules.

V. Contribution to provident fund and superannuation fund:

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company shall be allowed and any payment in excess of `7.5 lacs shall be treated as perquisite taxable under the Income Tax Act, 1961.

VI. Leave and encashment of leave:

As per the Rules of the Company.

VII. Gratuity and / or contribution to gratuity fund:

As per the Rules of the Company.

VIII. Use of car and telephone:

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses and cellular phone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use, if any, shall be as per the provisions of the Income tax Act.

IX. Use of Electronic Items

The company shall provide use of electronic items such as data storage and handling devices like computer, digital diaries and printers and may transfer such electronic items to the directors, either free of charge or against in adequate consideration as per provisions of Income Tax Act.

X. Use of Electricity at residence of the Directors

Due to various reasons including Covid Pandemic, work from home has become part of the business

culture, in which electricity expenses are incurred towards use of internet, use of video conferencing, wi-fi, use of monitors, printers etc. by directors for working from residence and hence electricity expenses to the extent of (I say) 25% of the consumed electricity shall be reimbursed on actual production of electricity expense bills. Such reimbursement shall not be considered as perquisite.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the fixing of remuneration of Executive Chairman, for the approval of the members of the Company.

Shri Viraj M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Shri. Hiren M. Shah (Brother) and Shri. . Bharat M. Shah (Brother) in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Bharat M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No. 8

Continuation of term of Shri. Shardul Thacker (DIN: 00153001) as an Independent Director, Non-Executive Director due to attainment of age of 75 years

Pursuant to the amendment dated 9 May, 2018 to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which shall be effective from 1 April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed by the Members.

Since, Shri Shardul Thacker has attained the age of Seventy-five years, the Board of Directors and Nomination and Remuneration Committee at their meeting held on 14 August, 2023 have recommended continuation of his term as Non-Executive Director beyond the age of Seventy Five (75) years considering his long-term association with the Company and wide experience.

The Board of Directors recommends the Resolution set out in Item No. 8 of the accompanying Notice for approval of the Members of the Company as a Special Resolution.

Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise connected or interested in the said resolution except to their shareholding in the company, if any.

**By order of the Board
For The Ruby Mills Limited**

**Sd/-
Hiren M. Shah
Executive Chairman**

Place: Mumbai
Dated: 14th August 2023

ANNEXURE A: Additional Information on Director Recommended for Appointment/Reappointment as required under Regulation 36 of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015

Particulars	Shri. Hiren M. Shah	Shri. Bharat M. Shah	Shri. Viraj M. Shah
Date of Birth (DD/MM/YYYY)	12 th May 1954	15 th August 1959	18 th April, 1961
Date of Appointment as Director (DD/MM/YYYY)	30 th October 1977	28 th November 1994	28 th November 1994
Qualification	He is a qualified Textile Technologist from India's premier Institution VJTI and presently, the Executive Chairman of the Company.	B. Com	B. Com
Brief resume & Expertise in specific functional areas	He has rich and varied experience in management of the Textile Mill for the last 45 years. He was the Chairman of the Mill Owners Association for a period of 3 years until year 2001. Under his tenure as Chairman of Mill Owners Association, he had taken an initiative to convince the Government on restructuring of fiscal levies. He has been appointed as a Member of The Textile Institute International, U.K. He was the Chairman of Bombay Textile Research Association (BTRA). He is the Chairman of Confederation of Indian Textile Industry (CITI).	He has been associated with the Company for the last 39 years having experience in Finance, Administration, Materials Management and Taxation. He has been instrumental for Treasury operations carried out reducing the interest burden on the Company in 2005-2006. He is a permanent invitee on the Mills Owners Association, Mumbai. He was appointed by Bharat Petroleum Ltd. on the Local Advisory Board	He has been associated with Senior Management for the last 38 years. He has been instrumental in revamping the company's Marketing Policy from the traditional system of distribution to the system of Del Credre marketing which has enabled the Company penetrate in local markets, territory wise and further assuring the Company of faster collections against sales. This system has safe guarded the Company's position against Bad-debts as the territorial agents i.e. Del Credre are responsible for the sales effected in their territories to various parties. He has been instrumental in developing unique trend setting, finishing of fabrics resulting in improved realization product development as well as unique finishing of fabrics
*Directorships in other Public Limited Companies	Nil	Nil	Nil
*Directorships in Private Limited Companies	<ol style="list-style-type: none"> 1) Hiren Brothers Investment Company Private Limited 2) Ruby Travels Private Limited 3) Galore International Projects Private Limited 4) Ruby Sales and Services Private Limited 	<ol style="list-style-type: none"> 1) Manubhai and Sons Investment Company Private Limited 2) Ruby Travels Private Limited 3) Galore International Projects Private Limited 4) Ruby Sales and Services Private Limited 	<ol style="list-style-type: none"> 1) M C Shah and Sons Investment Company Private Limited 2) Ruby Travels Private Limited 3) Galore International Projects Private Limited 4) Ruby Sales and Services Private Limited
*Committee Positions held in other Companies C - Chairman M - Member	Nil	Nil	Nil
No. of shares held in the Company	9,80,600	15,62,000	13,54,640

Particulars	Shri. Hiren M. Shah	Shri. Bharat M. Shah	Shri. Viraj M. Shah
Relationship between Director inter-se	Brother of Shri. Bharat M. Shah and Shri. Viraj M. Shah, Father of Shri. Purav H. Shah	Brother of Shri. Hiren Shah, Shri. Viraj Shah Uncle of Shri. Purav H. Shah	Brother of Shri. Hiren Shah, Shri. Bharat Shah Uncle of Shri. Purav H. Shah

ANNEXURE B: TO THE EXPLANATORY STATEMENT

Information as required under Part II of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. (Item No. 5 to 7)

I. GENERAL INFORMATION
1. Nature of Industry:

The Ruby Mills Ltd. is a composite Textile Mill engaged in manufacture of Cotton/Blended Yarn and Fabric. It has two plants located at Village Dhamni & Village Kharsundi, at Khopoli, Taluka Khalapur, Dist. Raigad. The Company's entire Spinning & Weaving plants are at Village Dhamni and fabric processing activity at Village Kharsundi, Khopoli.

2. Date of commencement of commercial production:

The Company was incorporated on 9 January, 1917 and date of commencement of the business is 12 September, 1921.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators:

Sr. No	Particulars	For the year ended (` In Lakhs)	
		31 st March, 2023	31 st March, 2022
1.	Total Revenue	26,461.68	19,989
2.	Finance Costs	413.01	966
3.	Depreciation and Amortization Expense	869.28	913
4.	Profit before Tax	4730.46	3,686
5.	Provision for Tax including Current Tax adjustments of Earlier Years.	847.83	587
6.	Provision for Deferred Tax	45.89	-6
7.	Profit after Tax, Prior period and Exceptional Items	3522.62	3,105
8.	Other Comprehensive Income	7.40	27
9.	Total comprehensive income for the period	3,530.02	3,312

5. Export Performance and net foreign exchange earnings:

The Foreign Exchange earned in terms of actual inflows during the year and the foreign actual outgo during the year in terms of actual outflows:

Particulars	Current Year 2022-2023 (in Lakhs)	Previous Year 2021-2022 (in Lakhs)
Value of Direct Imports calculated on CIF Basis:		
Stores, Spares	153.68	121.37
Raw Materials	Nil	Nil
Capital Goods	410.14	18.01
Earnings in Foreign Exchange on account of export of goods :		
Direct Export on FOB Basis	353.01	201.67

Particulars	Current Year 2022-2023 (in Lakhs)	Previous Year 2021-2022 (in Lakhs)
Expenditure in Foreign Currency :		
Travelling	60.40	5.56
Others		0.53

Other Foreign investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEES:

	Shri. Hiren M. Shah	Shri. Bharat M. Shah	Shri. Viraj M. Shah
1. Background details			
Age	69 years	64 years	62 years
Designation	Executive Chairman	Managing Director	Managing Director
Qualification	Licenciate in Textile Mfg.	B. com	B. com
2. Past Remuneration	₹ 15,00, 000/-	₹ 15,00,000/-	₹ 15,00,000/-
3. Recognition or Awards	<p>He is a qualified Textile Technologist from India's premier Institution VJTI and presently, the Executive Chairman of the Company. He has rich and varied experience in management of the Textile Mill for the last 45 years. He was the Chairman of the Mill Owners Association for a period of 3 years until year 2001. Under his tenure as Chairman of Mill Owners Association, he had taken an initiative to convince the Government on restructuring of fiscal levies. He has been appointed as a Member of The Textile Institute International, U.K. He was the Chairman of Bombay Textile Research Association (BTRA). He is the Chairman of Confederation of Indian Textile Industry (CITI).</p>	<p>He has been associated with the Company for the last 37 years having experience in Finance, Administration, Materials Management and Taxation. He has been instrumental for Treasury operations carried out reducing the interest burden on the Company in 2005-2006. He is a permanent invitee on the Mills Owners Association, Mumbai. He was appointed by Bharat Petroleum Ltd. on the Local Advisory Board</p>	<p>He has been associated with Senior Management for the last 38 years. He has been instrumental in revamping the company's Marketing Policy from the traditional system of distribution to the system of Del Credre marketing which has enabled the Company penetrate in local markets, territory wise and further assuring the Company of faster collections against sales. This system has safe guarded the Company's position against Bad-debts as the territorial agents i.e. Del Credre are responsible for the sales effected in their territories to various parties. He has been instrumental in developing unique trend setting, finishing of fabrics resulting in improved realization product development as well as unique finishing of fabrics</p>

	Shri. Hiren M. Shah	Shri. Bharat M. Shah	Shri. Viraj M. Shah
4. Job profile and Suitability	As an Executive Chairman of the Company and being associated for the last 49 years, he has been responsible for the collaboration with Gygli Textile AG for the Micro Dot Fusible Interlining. He has travelled extensively and is personally responsible for the selection of world class machineries to suit the production of the Company and has been responsible for the wage settlements with the union and has been able to automize and substantially reduced the labour in the last 10 years. He is in control of day to day production and quality output with the highest efficiency for Dhamni and Kharsundi Units and has initiated the shifting of entire Spinning & Weaving operations from Mumbai to Dhamni and Process House to Village Kharsundi.	As the Managing Director of the Company, he is in overall charge of day-to-day control of legal, secretarial, taxation, accounts, finance including interaction with Banks and Institutions. The vendor selection and right sourcing of materials at competitive rates is also managed by him. He is overall in charge of administration and the interaction with various local authorities at all levels.	He has been instrumental in the change of marketing system to Del Credre system of marketing and with his vision; the Company has been able to penetrate in the rural market. The marketing workshop organized in rural areas has given further recognition.
5. Remuneration proposed (per month)	₹ 15,00,000/- (Fifteen Lakh)	₹ 15,00,000/- (Fifteen Lakh)	₹ 15,00,000/- (Fifteen Lakh)
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Textile Industry is an age old industry. It is a labour oriented and not a cash rich industry. The remuneration in the industry particularly at the managerial level has always remained very low. The proposed remuneration is lower than the prevailing remuneration package being offered in the corporate world in the country.		
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, or other Director, if any	Brother of Shri Bharat Shah, Shri. Viraj Shah Father of Shri. Purav Shah	Brother of Shri. Hiren Shah, Shri. Viraj Shah Uncle of Shri. Purav H. Shah	Brother of Shri. Hiren Shah, Shri. Bharat Shah Uncle of Shri. Purav H. Shah

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company has sufficient profits to pay remuneration to its Directors within the limits specified in Section 197 of Companies Act, 2013. The Company wishes to seek members approval and comply with Schedule V of the Companies Act, 2013 and accordingly the said disclosure shall not be applicable.

2. Steps taken or proposed to be taken for improvement

The Company has taken up modernization from time to time. It has implemented the modernization approved under Textile Upgradation Fund Scheme (TUFS). The company has installed a new generation Process House and testing equipments for improved quality of fabrics as per international standards and thereby expands the market base.

3. Expected increase in productivity and profits in measurable terms

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. The productivity is expected to increase by about 10% to 15% during the current years.

IV. DISCLOSURES:

- 1.** All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- 2.** Details of fixed component. and performance linked incentives along with the performance criteria;
- 3.** Service contracts, notice period, severance fees; and
- 4.** Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

All the above disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance" attached to the financial statement.

**By order of the Board
For The Ruby Mills Limited**

Place: Mumbai
Dated: 14th August 2023

**Sd/-
Hiren M. Shah
Executive Chairman
DIN: 00071077**

DIRECTOR'S REPORT

Dear Members,

Your directors are pleased to present the 107th Annual Report of your company together with the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2023.

1. FINANCIAL RESULTS

The financial performance of the Company for the year ended 31st March, 2023 is summarized below:

Sr. No.	Particulars	For the year ended (` In Lakhs)	
		31 st March, 2023	31 st March, 2022
1.	Total Revenue	26,462	19,989
2.	Finance Costs	413	966
3.	Depreciation and Amortization Expense	869	913
4.	Profit before Tax	4370	3,686
5.	Provision for Tax including Current Tax adjustments of Earlier Years.	802	587
6.	Provision for Deferred Tax	46	-6
7.	Profit after Tax, Prior period and Exceptional Items	3,523	3,105
8.	Other comprehensive income	7	27
9.	Total comprehensive income for the period	3,530	3,132

2. STATE OF COMPANY'S AFFAIR AND NATURE OF BUSINESS

i) Textiles and Real Estate Division

The revenue from the textile's activity was `22,614 Lakhs (Rupees Twenty Two Thousand Six Hundred and Fourteen Lakhs) as compared to `15,962 Lakhs (Rupees Fifteen Thousand Nine Hundred Sixty-Two Lakhs) in the previous year. The operating profit for the year was `1,668 Lakhs (Rupees One Thousand Six Hundred and Sixty Eight Lakhs) against `1,064 Lakhs (Rupees One Thousand and Sixty Four Lakhs) in the previous year.

The revenue from real estate and related activity was `3,351 Lakhs (Rupees Three Thousand Three Hundred Fifty-One Lakhs) as compared to `3,943 Lakhs (Rupees Three Thousand Nine Hundred Forty-Three Lakhs) in the previous year. The operating profit for the year was Rs 2,993 Lakhs (Rupees Two Thousand Nine Hundred and Ninety Three Lakhs) as against `3,583 Lakhs (Rupees Three Thousand Five Hundred and Eighty-Three lakhs) in the previous year.

ii) Land Development at Dadar

The Company has obtained renewed Occupation Certificate (OC) in 2022 including for upper floors of 'The Ruby' tower at Dadar, Mumbai. The building which was earlier approved under the Development Control Regulations 1991 (DCR 1991) is now converted under the current regulations i.e., Development Control and Promotion Regulations 2034 (DCPR 2034). The Company has made payment of requisite premium to the Municipal Corporation of Greater Mumbai (MCGM) and the State Government. This approval shall enable the company to unlock the real estate value of the tower in coming years.

3. DIVIDEND

The Board of Directors at their meeting held on 30th May, 2023 have approved and recommended payment of final dividend of 25% i.e., INR 1.25/- per equity share on 3,34,40,000 fully paid up equity shares of `5/- each aggregating to 4,18,00,000/- subject to TDS for the financial year ended 31st March, 2023 ('final dividend'), subject to approval of the members at the ensuing AGM.

4. BONUS

The Board at its meeting held on 10th August, 2022 recommended issue of Equity Bonus Equity Shares of `5/- (Rupees Five Only) each as fully paid up Bonus Equity Shares, in the proportion of One (1) Equity Share of `5/- (Rupees Five Only) each for every one (1) existing Equity Shares of `5/- each held by the shareholders of the Company as on record date i.e., 26th September, 2022 subject to the approval of shareholders by way of Postal Ballot.

However, Member's approval were sought for approving the following Special Businesses i.e.,

- (i) Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.
- (ii) Issue of Bonus equity shares.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors by way of passing circular resolution on September 27, 2022 have allotted 1,67,20,000 Bonus Equity Shares of `5/- (Rupees Five Only) each as fully paid up Bonus Equity Shares, in the proportion of One (1) Equity Share of `5/- (Rupees Five Only) each for every one (1) existing Equity Shares of `5/- each, to the eligible members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Registrar and Share Transfer Agent (RTA) of the Company as on Monday, September 26, 2022, i.e. Record Date fixed for this purpose.

Consequently, the paid-up Equity Share Capital of the Company stands increased from `8,36,00,000/- divided into 1,67,20,000 Equity Shares of `5/- each fully paid up to `16,72,00,000/- divided into 3,34,40,000 Equity Shares of `5/- each fully paid up.

5. TRANSFER TO RESERVES

No amount has been transferred to General Reserve.

6. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, your Company did not have any subsidiary, associate or joint venture company.

7. DEPOSITS

The Company has not accepted deposits from the public within the meaning of Section 73 of The Companies Act, 2013 and rules framed there under.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i) Directors

Appointment / Reappointment

- **Shri. Bharat Shah (DIN: 00071248)**, Managing Director of the Company will retire by rotation in the ensuing Annual General Meeting and being eligible for reappointment and not being disqualified under Section 164 of the Companies Act, 2013, offers himself for re-appointment. The Board recommends his re-appointment.
- A proposal for re-appointment for a period of five years from 1st April 2024 to 31st March 2029 and approval of remuneration for a period of three years from 1st April 2024 to 31st March 2027 was placed before the Board at the Board meeting held on 30th May, 2023 for the following Directors:
 - a) Shri. Hiren M. Shah, Executive Chairman
 - b) Shri. Bharat M. Shah, Managing Director
 - c) Shri. Viraj M. Shah, Managing Director

Resignation/ Cessation:

There was no resignation/ Cessation during the year under review.

(ii) Key Managerial Personnel**Appointment/Reappointment**

The Board on recommendation of Nomination and Remuneration Committee appointed Ms. Anuradha Tendulkar as the Company Secretary and Compliance officer of the Company with effect from 7th May 2022.

Resignation/Cessation

Shri Purav Shah was ceased to be the Compliance Officer of the Company with effect from 7th May 2022.

(iii) Declaration by Independent Directors

The Company has received the necessary declarations from each of the Independent Directors of the Company pursuant to Section 149(7) and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Each of them meets the criteria of Independence laid down in section 149(6) of the Companies Act, 2013 and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as independent director during the year.

(iv) Annual Evaluation of Board

Pursuant to the provisions of the Companies Act, 2013 and relevant Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board has carried out the annual performance evaluation of its own performance and other Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment.

Performance evaluation of independent directors was done by the entire board, excluding the independent director.

In a separate meeting of Independent directors held on 16th March 2023, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was reviewed and evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors.

(v) Number of Board Meetings

During the year under review, the Board met 6 (Six) times on the following dates 7th May 2022, 30th May, 2022, 10th August, 2022, 23rd September 2022, 08th November, 2022 and 13th February 2023. The details of the meetings of the Board of Directors of the Company held and attended by the Directors during the financial year 2022-23 are given in the Corporate Governance Report forming part of this Integrated Annual Report.

The maximum interval between any two meetings did not exceed 120 days, as prescribed under the Act and the Listing Regulations.

9. DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31st March, 2023 and state that: -

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. The Directors have selected 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 as at 31st March, 2023 and of the profit of the Company for the year on that date;
- iii. 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;
- iv. The Directors had prepared the annual accounts on a going concern basis; and
- v. The Directors had laid down proper systems of internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. NOMINATION AND REMUNERATION POLICY

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees.

The potential candidates for appointment to the Board including Independent Directors appointed during the year are, inter alia, evaluated on the basis of highest level of personal and professional ethics, standing, integrity, values and character; appreciation of the Company's vision, mission, values and, prominence in business, institutions or professions and, professional skill, knowledge and expertise and, financial literacy and such other competencies and skills as may be considered necessary. In addition to the above, the candidature of an Independent Director is also evaluated in terms of the criteria for determining independence as stipulated under the Act, the Listing Regulations and other applicable regulations and guidelines.

The policy of which has been uploaded on the Company's website at the following link: https://www.rubymills.com/uploads/investor-reports/1409223679_Nomination-and-Remuneration-Policy.pdf

For further details on the policy, please refer to the Corporate Governance report which forms part of the Annual report. No changes in the Nomination and Remuneration policy were made during the year under review.

11. AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report which forms part of this report.

12. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal and unethical behaviour. The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by Board of Directors of the Company in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations.

The Board of Directors of the Company has pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed “Vigil Mechanism Policy” for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. which has been uploaded on the Company’s website at the following link - https://www.rubymills.com/uploads/investor-reports/1255509256_Microsoft-Word-WBP-Final.pdf

The Whistle Blower Policy aims to:

- a. allow and encourage stakeholders to bring to the management’s notice concerns about unethical behaviour.
- b. ensure timely and consistent organisational response.
- c. build and strengthen a culture of transparency and trust.
- d. provide protection against victimisation.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

During the year under review no employee was denied access to the Chairman of the Audit Committee.

13. RISK MANAGEMENT

The Company recognises that risk is an integral and inevitable part of business and is fully committed to manage the risks in a proactive and efficient manner. The Company has a disciplined process for continuously assessing risks, in the internal and external environment along with minimising the impact of risks.

The objective of Risk Management process in the Company is to enable value creation in an uncertain environment, promote good governance, address stakeholder expectations proactively and improve organisational resilience and sustainable growth.

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company’s businesses, and has defined a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. At present there is no identifiable risk which in the opinion of the Board may threaten the existence of the Company.

The Risk Management Policy has been uploaded on the website of the company on following link: https://www.rubymills.com/uploads/investorreports/117263501_Microsoft-Word-Risk-Management-Policy.pdf

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are furnished in “**Annexure A**” which forms part of this Report.

15. ANNUAL RETURN

Annual Return for the financial year ended 31st March, 2023 made under the provisions of Section 92(3) of the Act is uploaded on the website of the Company and link for the same is https://www.rubymills.com/uploads/investor-reports/1383818504_RML_Annual%20Return%202022-23.pdf

16. CORPORATE SOCIAL RESPONSIBILITY

The Annual Report on the CSR activities undertaken during the financial year ended 31st March, 2023 in accordance with the Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“CSR Rules”) is set out in “**Annexure B**” to this Report. The details pertaining to composition of audit committee are included in the Corporate Governance Report which forms part of this report.

For other details regarding the CSR Committee and the policy, please refer to the Corporate Governance Report, which forms part of this report. The Corporate Social Responsibility policy has been uploaded on the Company’s website at the following link https://www.rubymills.com/uploads/investor-reports/231775630_Microsoft-Word-Fina-ICSR-Policy.pdf .

No changes were made in the CSR policy during the year under review.

17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company’s operations.

18. AUDITORS

(i) Statutory Auditors

At the 106th Annual General Meeting held on 23rd September, 2022, the Members approved reappointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) to hold office from the conclusion of the 106th Annual General Meeting until the conclusion of the 111th Annual General Meeting on such remuneration as may be fixed by the Board apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

The Report given by M/s. CNK & Associates LLP, Statutory Auditors on the financial statements of the Company for the financial year 2022-23 is part of this Annual Report. The Auditors’ Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

(ii) Reporting of Frauds by Statutory Auditors Under Section 143(12):

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014

(iii) Secretarial Auditor

The Board has appointed M/s. Vikas R. Chomal & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2022-2023. The Report of the Secretarial Audit Report is annexed herewith as “**Annexure C**”. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

(iv) Cost Auditor and Cost Audit Report

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, the accounts and records are required to be maintained by the Company, in respect of various manufacturing activities and are required to be audited. Accordingly, such accounts and records are maintained in respect of various manufacturing activities. Shri. Dakshesh H. Zaveri, Cost Accountant has been appointed as Cost Auditor of the Company for the F.Y. 2022-23 to carry out the Cost Audit, for auditing cost accounting Records in respect of the Textile Segment of the Company and to submit Cost Audit Report to the Board as required under Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Amendment Rules, 2014. Accordingly, a resolution seeking the members’ ratification for the remuneration payable to Shri. Dakshesh H. Zaveri, Cost Auditors, in terms of the resolution proposed to be

passed, is included in the Notice convening the Annual General Meeting of the Company.

(v) Internal Auditor

Pursuant to provisions of Section 138(1) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board of Directors of the Company in their meeting held on 08th November, 2022 has appointed M/s Aneja Associates, Chartered Accountants as Internal Auditor of the Company for the Financial Year 2022- 23 on the remuneration of Rs 12,00,000 per annum and such other terms and conditions as may be mutually decided by the Board and the Internal Auditor.

19. (i) Green Initiatives

Pursuant to Sections 101 and 136 of the Companies Act, 2013 the Company will be sending Annual Report through electronic mode i.e., email to all the shareholders who have registered their email addresses with the Company or with the Depository to receive Annual Report through electronic mode and initiated steps to reduce consumption of paper.

(ii) Human Resources

Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Policies and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

(iii) Environment and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned compliances, environmental Regulations and preservation of natural resources. There was no major accident during the year.

20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

21. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

22. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All Related Party Transactions entered into by your Company during the Financial Year 2022-23 were on arm's length basis and in the ordinary course of business. There is no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee and the Board of Directors of the Company was obtained for all the Related Party Transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable. Attention of Shareholders is also drawn to the disclosure of transactions with related parties as set out in Note No.48 of Financial Statements, forming part of the Annual Report.

23. PARTICULARS OF EMPLOYEES:

The prescribed particulars of employees required under Rule 5(1) of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 is attached as “Annexure D” and forms a part of this Report of the Directors.

There were no employees drawing remuneration of Rupees One Crore and Two Lakhs per annum or more or Rupees Eight Lakhs Fifty Thousand per month or more during the year under review. However, Shri. Hiren M. Shah (DIN: 00071077), Executive Chairman, Shri. Bharat M. Shah (DIN: 00071248), Managing Director and Shri. Viraj M. Shah (DIN: 00071616), Managing Director drew a remuneration of `194.29 Lakhs per annum. each and Mr. Purav H Shah (DIN: 00123460) Chief Executive Officer and Chief Financial Officer of the Company, Executive Director drew a remuneration of `111.34 Lakhs per annum during the year under review.

24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has set up an Internal Complaints Committee (ICC) for providing a Redressal mechanism pertaining to Sexual harassment of women employees at workplace. There was no cases / complaint received during the year under review.

25. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to financial statements provided in this Annual Report.

26. DISCLOSURE REQUIREMENTS

As per relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report with auditor’s certificate thereon and Management Discussion and Analysis are attached, which form part of this Annual Report.

27. GENERAL DISCLOSURES

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

- I. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- II. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- III. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.
- IV. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company’s operations in future.
- V. During the year under review, there are no instances of loan borrowed from Directors by the company. Therefore, no declaration is required under Rule 2(1)(c)(viii) of Companies (Acceptance of Deposits) Rules 2014.
- VI. During the year under review, there was no occasion where the Board has not accepted any recommendation of the Audit Committee.

VII. During the year under review, there has been no pendency of any proceedings against the company under the Insolvency and Bankruptcy Code, 2016.

VIII. During the year under review, there have been no instances of one time settlement with any bank or financial institution.

IX. During the year under review, there has no been Preferential issue or Qualified Institution Placement(QIP")

28. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of Company's business during the year under review.

29. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the rules') as amended up to date, after completion of seven years, all the unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government.

Further, according to the said Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the dematerialisation account of the IEPF Authority.

30. TRANSFER OF UNCLAIMED DIVIDEND TO IEPF:

As required under Section 124 of the Act, the Unclaimed Dividend amount aggregating to ₹73,557 (Rupees Seventy Three Thousand Five Hundred and Fifty Seven) lying unclaimed for a period of seven years was transferred during the financial year 2022-23 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members are requested to note that even after the transfer to IEPF as above said, the unclaimed dividend amount and the shares transferred to IEPF Suspense Account, both, can be claimed by making an online application in Form IEPF-5 and sending the physical copy of the same duly signed (as per specimen signature registered with the Company/RTA) along with requisite documents enumerated in the said Form IEPF-5 to the Company at its registered office or to the RTA.

The IEPF Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs are available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

31. DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year 2022-23, your Company has complied with applicable Secretarial Standards i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively as notified by the Institute of Company Secretaries of India.

32. SEGMENTS:

The Company has two segments namely Textile and Real Estate & related. The Statement of accounts prepared and submitted are therefore of two segments.

33. OTHER DISCLOSURES:

I. Dues from Developers:

Post Covid 19, the last 15 months the Indian economy has been resilient Commercial activity has picked up leading to consolidation of Commercial Office Space. Post our renewed Occupation Certificate (OC) for the tower in January 2022 under DCPR 2034 for a few large transactions have been executed. During the year 2023-2024 in discussion for Lease / Sale of Large Space to reputed Indian and Foreign Companies which shall be concluded.

The Dues from Developer for the year ended 2022 were substantially reduced after incurring a huge premium cost for fungible FSI of over `100 crores to obtain the renewed OC thus have been reduced from `682.58 Crores as on 31 March, 2021 to `635.77 Crores as on 31 March 2022 and further reduced to `536.26 Crores as on 31 March 2023.

With the current pipeline of transaction a further reduction of 20% is expected in the current year and given the valuation of balance inventory which is more than adequately covers the Developers Due. There will be no difficulty in recovering the balance dues from Developer.

- II. A Sum of `10,100.00 Lakhs is advance against Sale of Property directly from a prospective buyer for proposed Sale of a premises on Freehold Land under “Buildings”. Out of the total consideration agreed, a substantial balance was receivable. Meanwhile, certain disputes and differences have arisen between the prospective buyer and their bankers on account of which the Company is indirectly affected. In the absence of payment of the balance consideration and inter alia with the accounts of the prospective buyer becoming a NPA with its bankers and the said advance becoming the subject matter of legal proceedings between the prospective buyer and their Bankers, including proceedings before the Debts Recovery Tribunal, NCLT and also criminal proceedings. In the said recovery proceedings between the prospective buyer and its Bankers, the Company has unnecessary been involved.

SBI petition in NCLT was admitted & RP was appointed. The Company placed facts in the correct prospective and filed the intervening application which is taken up for hearing wherein the Company offered `10,100 lakhs. During the hearing the RP produced Supreme Court order in certain proceedings between SBI and Axis Bank.

As advised the Company filed an Intervening Application in Supreme Court and further filed the Applications to hand over the fixed Deposit of `7,850 lakhs to the Registrar of Supreme Court, pending the dispute between the SBI & Axis bank.

III. Development Agreement:

- a. In terms of the Development Agreement (DA) entered into in an earlier year granting rights to develop part of the Freehold land at Dadar a Commercial Tower is developed and with further agreements/ understandings between the Company and the Developer, any cost of construction incurred by the Company and such further costs (including interest on borrowings for the said construction) that may be incurred by the Company for the development of the above referred to area is to be reimbursed by the Developer. Accordingly, the cost incurred by the Company upto 31st March, 2023 for the construction (net of amounts received from the developer in terms of the DA) amounting to 46114.17 lakhs (31st March, 2022. 57,354.44 lakhs) is shown as “Due from developer under Note 13 and 7,478.32 lakhs (31st March, 2022 . 6,179,52 lakhs) is shown as “Due from developer” under Note 21;
- b. The Company had paid the cost of construction for the area retained. Upon receipt of Occupation Certificate in January 2022, the Company has capitalised the Cost amounting to `3,851.34 lakhs for such area in the said year ended 31 March 2022.
- c. The proportionate carrying cost of 12.204 square meters of land is .0.93 lakhs as on 31st March, 2023 (31st March, 2022. 0.93 lakhs), in respect of which the Development Rights are granted, is included under “Freehold Land (under development)” under “Property, plant and equipments” in Note 4;
- d. Further, the consideration for the Grant of the Development Rights is based on the specified percentage of the revenue received by the Developer (in terms of the DA), irrespective of the completion of construction/handing over the possession of the said constructed area to the Purchasers/Licensees and reflected as “Grant of Development Rights” in the Statement of Profit and Loss. The DA does not contemplate a transfer or an intention to transfer the ownership or possession of the said land at present and the same continues to remain with the Company.

- e. Post obtaining the full OC for this Tower, the Company would be able to recover the entire amount in next 2 to 3 years based on further monetizing of unsold inventories of the Tower which has full OC. The value of unsold inventories of Tower is double the amount due from Developer, which shall enable the Company to recover dues at all the times.

34. ACKNOWLEDGEMENT

Your directors thank all the shareholders, all employees of the Company, customers, suppliers, Government Authorities, Financial Institutions and bankers for their continued support.

You Directors look forward to their continued support in future.

**For and on behalf of the Board of Directors
The Ruby Mills Limited**

**Sd/-
Hiren M. Shah
Executive Chairman
DIN: 00071077**

Place: Mumbai
Dated: 30th May 2023

ANNEXURE TO THE DIRECTORS' REPORT**Annexure – A****Disclosure pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014****(A) CONSERVATION OF ENERGY:**

This is a continuous process where new developments in energy saving Projects are studied and implemented from time to time. Future plans entail rain water harvesting and use of solar power for street lighting. Energy Audits are also carried out from time to time and staff is encouraged to attend lectures and seminars on energy savings.

a) The steps taken or impact on conservation of energy:

- Replaced sodium vapor street lights with power saving LED lights. Also regular tube lights with LED tube lights.
- Maintaining unity power factor regularly.
- Use of harmonic filters
- Regular Energy Audit to save power
- Air Audit to identify and control leakages in compressor Air Line.
- Optimize use of chillers based on weather condition.
- Creating awareness among staff and workers.
- Use of Transparent PVC Roof in godown to maximize use of natural day light in the godown.
- Proper and regular use of lubricants.
- Using VFD operated air compressor to reduce the power consumption.

b) Steps taken by the Company for utilizing alternate sources of energy:

- Replaced 40 Watt tube lights with 18 watt LED tube lights in all departments.
- Company is currently evaluating installation and use of solar energy.
- Automatic monitoring and control of ID & RD fan of Boiler and control blow down for final saving and optimization of Boiler Operator.
- Company has installed Solar power plant at a cost of `123 Lakhs during 22-23 having installed Capacity of 283.5 KW. The energy produced during the period of reporting is 193788 units (KWH). This energy is used for production and result in lower Electricity bills.
- Further the Company has undertaken initiative for Green & Clean energy during the financial year 23-24 and has already placed order for Solar Plant with an outlay of `531 Lakhs.

c) The capital investment on energy conservation equipment: NIL**(B) TECHNOLOGY ABSORPTION:****a) Efforts made towards technology absorption:**

The following key components and their implementation are highlighted below

- Company is encouraging staff to attend seminars, exhibitions, visit to research institutes and workshops on skill development
- After studying modern sumum Airjet looms, Company is evaluating the option of further investment
- Evaluating Automatisation in Ring frame and winding department
- Actively considering retro fitting of contamination clearer in second blowroom line

b) Benefits derived like product improvement, cost reduction, product development or import substitution:

- The Company is actively engaged in new product line in fabric manufacturing.
- Development of new finishes is a continuous process.
- Ongoing product development activities to reduce cost, optimize processes and import substitution.

c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not Applicable

(a)	the details of technology imported;	NA
(b)	the year of import;	NA
(c)	whether the technology been fully absorbed;	NA
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	NA

d) The Expenditure incurred on Research & Development:

- It forms part of the project cost and cannot be quantified separately.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the foreign actual outgo during the year in terms of actual outflows:

Particulars	Current Year 2022-2023 (in Lakhs)	Previous Year 2021-2022 (in Lakhs)
Value of Direct Imports calculated on CIF Basis:		
(i) Stores, Spares	153.68	121.37
(ii) Raw Materials	-	-
(iii) Capital Goods	410.14	18.01
Earnings in Foreign Exchange on account of export of goods :		
Direct Export on FOB Basis	353.01	201.67
Expenditure in Foreign Currency :		
Travelling	60.40	5.56
Others		0.53

**For and on behalf of the Board of Directors
The Ruby Mills Limited**

**Sd/-
Hiren M. Shah
Executive Chairman
DIN: 00071077**

Place: Mumbai
Dated: 30th May 2023

Annexure B
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES OF THE COMPANY

[Pursuant to the Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

The Ruby Mills Limited strives to be a socially responsible and strongly believes in development which is beneficial for the society at large. As a Corporate Citizen, receiving various benefits out of society is co-extensive responsibility to pay back in return to the society in terms of helping needy people by providing food, clothes, etc., keeping the environment clean and safe for the society by adhering to the best practices and technologies, and so on. It is the Company's intent to make a positive difference to society in which the Company lives and operates.

The Projects / Programmes undertaken or proposed to be undertaken either by an Implementation Agency or the Company directly are in line with the activities enumerated in Schedule VII of the Companies Act, 2013 with rules framed there under (including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time).

2. Composition of CSR Committee

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Hiren M. Shah	Chairman, Executive Chairman	1	1
2.	Shri. Shardul J. Thacker	Member, Independent Director	1	1
3.	Shri. Viraj M. Shah	Member, Executive Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company - https://www.rubymills.com/uploads/investor-reports/231775630_Microsoft-Word-Fina-ICSR-Policy.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. **Not Applicable**

5 a. Average net profit of the company as per sub-section (5) of section 135: ₹ 28,70,24,000

b. Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 57,40,480

c. Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:

d. Amount required to be set-off for the financial year, if any: ₹ 7,61,073

e. Total CSR obligation for the financial year [(b)+(c)-(d)]: 49,79,407

6 a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): 50,12,128

b. Amount spent in Administrative Overheads: 00

c. Amount spent on Impact Assessment, if applicable : Not Applicable

d. Total amount spent for the Financial Year [(a)+(b)+(c)] : 50,12,128

e.CSR amount spent or unspent for the Financial Year: 32,721

f.Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in `)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	57,40,480/-
(ii)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	7,61,073/-
(iii)	Total amount spent for the Financial Year	50,12,128/-
(iv)	Excess amount spent for the Financial Year [(ii)-(i)]	32,721/-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sr. No.	Pre- ceding Financial Year(s)	Amount transferred to Un- spent CSR Account under sub- section (6) of section 135 (in `)	Balance Amount in Un- spent CSR Account under subsec- tion (6) of section 135 (in `)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount re- maining to be spent in succeeding Financial Years (in Rs)	Deficiency if any
					Amount (in Rs)	Date of Transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.: - **Not applicable**

For and on behalf of the Board of Directors

Sd/-
Hiren M. Shah
Executive Chairman
DIN: 00071077

Place: Mumbai
Dated: 30th May 2023

Annexure C

VIKAS R CHOMAL AND ASSOCIATES
PRACTICING COMPANY SECRETARIES

Head office: A/B-201, Manas Bldg., Khakar Alley, Thane West - 400601

Branch office: C/o. Dalal Desai & Kumana, Chartered Accountants, Union Co. op Insurance Bldg., 2nd flr,
23, PM Road, Fort Mumbai - 400001.

Email: csvrca@gmail.com/vikas@vrca.co.in, **Phone:** 022-25410931/9867811641

SECRETARIAL AUDIT REPORT**Form No. MR-3****FOR THE FINANCIAL YEAR ENDED 31.03.2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
THE RUBY MILLS LIMITED
Ruby House, J. K. Sawant Marg,
Dadar West, Mumbai - 400 028.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Ruby Mills Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management. We, hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by The Ruby Mills Limited ("the Company") for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during Audit Period)**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during Audit Period as the Company)**;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit period)**; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit period)**;
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (VI) The Management of the Company has identified two segments i.e. Textiles and Real Estate and accordingly, the sector specific compliance of the following laws applicable specifically to the Company have been audited:
- a) The Textiles Committee Act, 1963;
 - b) The Textiles (Consumer Protection) Regulation, 1988;
 - c) The Textiles (Development and Regulation) Order, 2001.
 - d) Maharashtra Ownership Flats Act, 1963.
 - e) Development Control Regulations, 2009.
 - f) Maharashtra Regional and Town Planning Act, 1956.
 - g) Transfer of Property Act, 1882.
 - h) Maharashtra Rent Control Act, 1999.
 - i) The Real Estate (Regulation and Development) Act, 2016.

Having regard to the compliance system prevailing in the Company, we further report that on the examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the same.

(VII) and all other Acts as are generally applicable to the Company.

We have also examined compliance with the applicable clauses/regulations of the following:

- (A) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (B) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered with the BSE Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

WE FURTHER REPORT THAT:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-

Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

WE FURTHER REPORT THAT there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

WE FURTHER REPORT THAT during the audit period the company has allotted 1,67,20,000 (One Crore Sixty-Seven Lakhs Twenty Thousand) Equity Shares of `5/- (Rupees Five Only) each allotted as a fully paid-up Bonus Equity shares in proportion of 1 (One) fully paid equity shares of `5/- (Rupees Five Only) each for every 1 (one) Equity Share held.

We further report that during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

For Vikas R Chomal and Associates

Sd/-

Vikas R Chomal

Practicing Company Secretaries

FCS NO: 11623

COP: 12133

Date: 30th May, 2023

Place: Thane, Maharashtra

ICSI Firm Peer Review Reg No: S2013MH21650

ICSI UDIN: F011623E000777597

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

ANNEXURE A

**To,
The Members,
THE RUBY MILLS LIMITED**

Ruby House, J. K. Sawant Marg,
Dadar West, Mumbai - 400 028

Our Secretarial Audit Report for the financial year ended 31st March, 2023 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Vikas R Chomal and Associates

**Sd/-
Vikas R Chomal
Practicing Company Secretaries
FCS NO: 11623
COP: 12133**

**Date: 30th May, 2023
Place: Thane, Maharashtra**

ICSI Firm Peer Review Reg No: S2013MH21650

Annexure D
Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) & 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Requirements	Details
1.	The ratio of the remuneration of each Director to the median employee's remuneration for the financial year 2022-23	Mr.Hiren Shah 45.49:1 Mr.Bharat Shah 45.49:1 Mr.Viraj Shah 45.49:1 Mr.Purav Shah 25.4:1
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23	Mr.Hiren Shah 93.43% Mr.Bharat Shah 93.43% Mr.Viraj Shah 93.43% Mr.Purav Shah 100.66%
3.	The percentage increase in the median remuneration of employees in the financial year 2022-23	5.31%
4.	The number of permanent employees on the roll of company as on 31st March, 2022	191
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average percentile increase in the salaries of employees other than Managerial Personnel in the last financial year is 4.32%
6.	Affirmation that the remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid during the year ended 31st March, 2023 was as per the Nomination and Remuneration Policy of the Company.

1. The Non- Executive directors are entitled for sitting fees as per the statutory provisions. The details of remuneration paid to Non Executive Directors are disclosed in the Corporate Governance Report. Hence, the ratio of remuneration and percentage increase for Non Executive director's remuneration is not considered for the above purpose.
2. Employees for the above purpose include all employees excluding employees governed under collective bargaining and on contract.

List of top 10 employees in terms of remuneration drawn in the following table.

Disclosure in Directors report relating to Rule 5(2):

Sr. No.	Name of the Employee	Designation	Remuneration	Nature of employment	Qualification and Experience	Begin date	Age	Name of previous Employer	The % of equity shares held by the employee	Relative of Director
1.	Mr. Hiren M Shah	Chairman	19428480	Director	He is a qualified Textile Technologist from India's premier Institution VJTI and presently, the Executive Chairman of the Company.	30/10/1977	69 Years	NA	2.93	Yes
2.	Mr. Bharat M Shah	Managing Director	19428480	Director	B. Com	28/11/1994	63 Years	NA	4.67	Yes
3.	Mr. Viraj M Shah	Managing Director	19428480	Director	B. Com	28/11/1994	62 Years	NA	4.05	Yes
4.	Mr. Purav H Shah	CEO & CFO	11133600	Director	MBA from Bentley College, USA	13/12/2017	42 Years	NA	1.03	Yes

**For and on behalf of the Board of Directors
For The Ruby Mills Limited**

**Sd/-
Hiren M. Shah
Executive Chairman
DIN: 00071077**

Dated 30th 2023
Mumbai

Annexure

MANAGEMENT'S DISCUSSION AND ANALYSIS

This report covers the operations and financial performance of the Company for the year ended 31st March, 2023 and forms part of the Directors' Report. The current Financial Year witnessed was affected due to 2nd wave of pandemic (COVID - 19) and the part lockdown in various parts of the country.

1. Overall Review:

1.1. Global Economy

As per the OECD guidelines the Global Economy is projected at 2.7% in 2023 and likely to increase marginally to 2.9% in 2024. During the past year the world witness the war between Russia and Ukraine thus thriving challenges on controlling major commodity prices and disruption in supply chain functions world over. The war coupled with the scare of the COVID-19 has put severe pressure on inflation all over the world. Though with the increase in the Interest Rates by major world economies, the inflation has largely stabilized over the year. As per IMF, Global headline inflation in the baseline is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly.

1.2. Indian Economy

The Indian economy on the other hand is expected to grow at 7% for the Year ended March 2023 whereas the GDP growth for Financial Year 2024 is expected to grow at 6.6%. The Reserve Bank of India (RBI) has tried to cushion the economy from rising prices and maintain liquidity. Still navigating inflation and preserving financial stability while boosting growth drivers will continue to be a tightrope walk. The central government has played a major role in boosting the growth of the economy as it continued with its capital expenditure push in the Union Budget 2023-24. In FY 2023-24, capex is budgeted at `10 lakh crore, which will constitute 3.3% of GDP. As per the RBI, such level of capex spending can take India's real GDP growth close to 7% in FY24. Despite the challenging global environment, the Indian economy with its strong fundamentals and massive demographic strengths seems en route to outpace other large economies.

Though the demand for the Textile sector picked up during the Fiscal Year 2022-23 however there was pressure on the margins due to steep rise in the raw material and fuel prices globally. Working and operational parameters at all the plants of the Company were fairly satisfactory during the year after the reopening of the industries.

The company derives its income from the business of manufacturing of textiles and the real estate segments. With regards to the Textile Division, the company has achieved a record turnover during the Fiscal Year 2023.

In Real Estate, the Company's Commercial Project "The Ruby" continued to generate interest with large corporates. The Company received the reeved O.C. for The Ruby Tower under the new DPCR-DCPR Regulations 2034 opening up the opportunity to monetize the asset.

2. Segment Review

2.1 Business Segment - Textile Manufacturing

a) Industry Structure and Development:

India is the world's second largest producer of textiles and garments after China. India's textiles industry goes back several centuries and is among the oldest industries in the country. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic. It accounts for 7% of the industry output and 11.40% to exports and is one of the largest contributors to the economy, accounting to around 2% of the GDP. After agriculture, it is the second largest generator of income, employing close to 45 million people and another 6 million people in the allied sector, and thus contributing 10% to the country's manufacturing, owing to its labor intensive nature. The industry is vertically integrated with almost all sub-sectors and is thus integral to the economy. India is the second largest producer and exporter of textiles after China and fifth largest producer and exporter of apparel after China, Bangladesh, Vietnam and Germany. The textiles and apparel industry constitutes 12% of the total exports of the country and it has a share of 4% global trade.

Exports have been a core feature of India's textile sector. Indian textiles and apparel exports stood at US \$44.4 billion in FY2022, a 41% increase in FY2022. Export of readymade garments including cotton acces-

sories stood at US\$ 6.19 billion in FY2022. The exports were expected to grow at a CAGR of 11% over the next decade to reach \$100 billion by 2029 with the pandemic & its after effects there will be a major shrink in demand patterns and amongst the global players preparing non-Chinese goods. Exports of both man-made textile and readymade garments have seen a major boost. A major factor behind the robustness of India's textile industry is its strong production base with a wide range of fibers and yarns.

The Indian domestic Textile and Apparel market is estimated to be worth \$75 Billion in 2020-21. The market is projected to reach ~\$190 Billion by 2025-26 growing at CAGR of 10%. The Indian apparel sector contributes 73% share of the total Textile and Apparel Market. The country's apparel market is driven mainly by menswear, which commands a 42% share of the total market. Women's wear holds a 37% share of the apparel market. Due to COVID-19 the consumption in all the apparel categories were negatively impacted. However the recovery in the Sales of Kids wear and casual wear recovered faster while categories like ethnic wear and formal wear were worst hit segment.

The Company is proud to be part of this illustrious history of textiles in India having established in 1917. A vertically and horizontally integrated manufacturer of quality fabrics using blend of cotton and other man-made fibres, the Company produces the finest fabric amongst organized fabric segment, which is its flagship business. This business vertical has been nurtured by strong channel partner relationships that go back nearly a century, and has been an enabler for its widespread reach throughout India especially catering to the need of fabrics for the common man. Backed by the robust demand for its fabric across Tier 1 to Tier 6 towns, the business has been on a consistent roll with new products and services that cater to customer's changing needs, preferences and aspirational style.

Some of the important initiatives for the Indian textile industry are:

- In the Union Budget 2023-24, the total allocation for the textile sector was ₹ 4,389.24 crore (US\$ 536.4 million). The Union Government has also approved to set-up Textile Park in Lucknow over 1000 acre of Land.
- India is working on major initiatives to boost its technical textile industry. Owing to the pandemic, the demand for technical textiles in the form of PPE suits and equipment is on rise. Government is supporting the sector through funding and machinery sponsoring.
- In April 2021, the government has approved the **production linked incentive scheme**, worth Rs. 10,683 crore (US\$ 1.44 billion) for manmade fibre and technical textiles manufacturing.
- 100% FDI (automatic route) is allowed in the Textile Sector.
- The Indian government has notified uniform goods and services tax rate at 12% on man-made fabrics (MMF), MMF yarns, MMF fabrics and apparel, which came into effect from January 1, 2022.
- Increasing loans under various State TUFs policies and Central TUF policies

b) **Opportunities and Threats:**

- i. Rising prices of commodities has impacted the profitability of many of the Textile Mills all across the India.
- ii. Going ahead, there could be a positive side for textile business as USA and EU customers who will be looking for alternative sourcing and, may move away from china to other countries such as Vietnam, Bangladesh, India, etc. Hence it is expected that demand may increase in textile fabrics for exports, but we need to ensure that we prepare ourselves to take the advantage of the expected business which might drift away from China

c) **Review and Analysis:**

- i. The company has achieved record sales during the FY 2023. The margins though were under pressure due to rising prices of the inputs.
- ii. For FY 2023-24, the immediate focus shall be on ensuring market penetration and to have a tighter control on the working capital to conserve cash. With the help of PR and digital outreach, the company did reach out to the new end users and influencers to make them understand the value of a quality fabric by tapping the entire gamut of marketing activities over a period of time.
- iii. The Company is also proposing to incur Capital Expenditure in the coming years to modernize and increase the production capacity of its units.

d) **Outlook:**

- i. The major focus to stay competitive in the business shall be continuing measures of cost cutting, improving productivity, reduction in wastages and efforts on taking quality to next level and driving efficiency to make products further cost competitive.
- ii. We stand firm in the global disruption and with our century old good brand image and network in the market, we were back on track with renewed vigour.

e) **Risks and Concerns:**

The major risk perceived is the fluctuations in the Raw Material and Coal prices and other Input cost due to volatility in the commodity prices. Also, there could be short time recessionary pressure due to global situation and disruptions in the market. However, there are the positive signs that demand is coming back in the Textile industry.

1.2 **Business Segment - Real Estate**

a) **Industry Structure and Development:**

- i. In India, the Real Estate sector is the second-highest employment generator, after the agriculture sector. It is expected to reach USD 1 Trillion by 2025 and will contribute 13% to the country's GDP. The commercial leasing segment which demand recorded a 40% increase in gross absorption over last year to reach 69.4 million sq ft. IT/ITeS sector continues to be the largest demand driver with a share of 42% of the leasing activity followed by co-working spaces, BFSI and other industrial occupiers.
- ii. The warehousing sector also continued to benefit from government policy initiatives such as the Goods and Services Tax (GST) implementation, global trade dynamics and evolving consumption patterns. Demand for high-quality logistics facilities and increasing market maturity is expected to further drive the growth in the warehousing space.
- iii. The new developments in commercial segment at the prime locations are in demand from the local and global corporate with working at the offices becoming normal. According to Savillis India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.

b) **Opportunities and Threats:**

The commercial real estate space demand is expected to increase due to the increasing number of grade-A office spaces for start-ups, education, healthcare, co-working places, SEZs and e-commerce. IT parks and commercial offices are now at par with the DCPR 2034 and new projects location with modern amenities are likely to emerge for commercial real estate growth. Rentals in commercial realty will moderate and help catalyse growth as more users and service providers and investors tend to rent a commercial space rather than buying it.

The residential sector is expected to grow significantly, with the central government aiming to build 20 million affordable houses in urban areas across the country under the ambitious Pradhan Mantri Awas Yojana (PMAY) scheme. Expected growth in the number of housing units in urban areas will increase the demand for commercial and retail office space.

The Real Estate Regulation Act (RERA) that was passed by the Centre in 2016 and most states in 2017 giving the confidence to the buyer to invest in the new upcoming projects thus boosting the Real Estate Industry.

c) **Outlook:**

In the mid to long term, the radical changes in the regulatory policies and taxation system introduced by the government are likely to accelerate the sector's growth. The sector continues to remain strong with increase in demand of corporate for good working space, disposable incomes, rapid urbanization. Rapid growth in service sectors like IT/BPM, BFSI and Telecom and rising demand from MNCs are going to be key growth drivers to the Real Estate sector. The Company is uniquely poised to capitalize on the opportunity provided by the changing real estate environment being a niche player.

d) **Segment Review and Analysis**

The commercial project at Dadar “The Ruby”, operates at high level of occupancy and now with the renewed O.C. for the Tower in place, the Company has been able to monetize the asset and is further expecting more accruals from Sale / Lease of premises after its tie-up with HINES which is one of the largest and most respected real estate organizations in the world.

e) **Risks and Concerns:**

- i. Since real estate as a sector is highly correlated to overall economic growth, it is subject to volatility with macro level policies and perceptions.
- ii. The sector continues to face substantial procedural delays with regards to land use, project launches and construction approvals. Delays in launching government policies may impact profitability and affect the company’s operating within the sector.

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Corporate Governance:

Corporate Governance is a set of principles, processes and systems which govern a company. It is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth-generating capacity. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. Our Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and our Company always seeks to ensure that its performance goals are met accordingly. At The Ruby Mills Limited, the Board of Directors ("the Board") is at the core of our corporate governance practices and we ensure that we gain and retain the trust of our stakeholders at all times., Late Shri. Manharlal Chunilal Shah who has devoted 65 years of his life working towards the growth of our Company believes in adopting and adhering to the best standards of corporate governance to all the stakeholders and that the Company affairs are managed in a fair and transparent manner. We feel proud to belong to a Company whose visionary founder laid the foundation stone for good governance and made it an integral principle of the business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company which is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. The Company's corporate governance is therefore based on the following principles:

- Appropriate composition, size of the Board and commitment to adequately discharge its responsibilities and duties.
- Transparency and independence in the functions of the Board.
- Availability of information to the members of the Board and Board Committee to enable them to discharge their fiduciary duties.
- Adequate risk management and Internal Control.
- Protection of shareholders rights and priority for investor relations.
- Timely and accurate disclosure on all matters concerning operations and performance of the Company.

The Company understands and respects its fiduciary role and responsibility to its shareholders. The objective of your Company is not only to meet the statutory requirements but to go beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound. Your Company has continually been strengthening its business processes, systems, financial reporting, information security systems, disclosures and standards of ethics. The report on the Company's corporate governance, as per the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

2. Board of Directors :

The composition of the Board of Directors of the Company is governed by the provisions of the Companies Act, 2013, ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time. Your Company's Board is a professionally managed Board, consisting of 10 (Ten) Directors in all, categorized as under:

i. Composition of Board of Directors:

The Board has an appropriate mix of Non-Executive and Independent Directors, including a Woman Independent Director, with varied professional background. Independent Directors helps to maintain the independence of the Board and separate the Board functions of governance from business management. The composition of the Board represents an optimal mix of professionalism, knowledge, experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

During the Financial Year 2022-23, the Board of Directors comprised of 1 (One) Executive Chairman, 2 (Two) Managing Directors, 1 (One) Executive Director along-with 6 (Six) Non-Executive Directors.

Since the Chairman is an Executive Chairman the requirement of half of the Board of Directors as Independent Directors is met with by the Company in view of 5 (Five) Independent Directors out of a total of 10 (Ten) Directors. The Non-Executive Independent Directors are eminent professionals and have experience in the field of finance, taxation, management, administration and law, bringing a wide range of expertise and experience to the Board.

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage.

The Board does not have any Nominee Director on its board representing any institution.

Composition of the Board and category of Directors:

Sr. No.	Name	Category	No. of shares held by the Directors as on 31st March 2023
1.	Shri Hiren M. Shah	Promoter, Executive Chairman	9,80,600
2.	Shri Bharat M. Shah	Promoter, Managing Director	15,62,000
3.	Shri Viraj M. Shah	Promoter, Managing Director	13,54,640
4.	Shri Purav Hiren Shah	Promoter, Executive Director, CEO and CFO	7,69,016
5.	Shri Shardul J. Thacker	Independent Non- Executive Director	NIL
6.	Shri Deepak R. Shah	Non Independent and Non - Executive Director	NIL
7.	Shri Yogen S. Lathia	Independent Non- Executive Director	3,200
8.	Shri Mehernosh Rusi Currawalla	Independent Non- Executive Director	2,000
9.	Smt. Jasvanti Amar Patel	Independent Non- Executive Director	NIL
10.	Shri. Rahul Gautam Divan	Independent Non- Executive Director	NIL

ii. Board Procedure and Access to information

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

Attendance of each Director at the meeting of the Board of Directors and the last annual general meeting

During the year 2022-23, the Board met 6 (Six) times on the following dates: May 7, 2022, May 30, 2022, August 10, 2022, September 23, 2022, November 08, 2022 and February 13, 2023.

Attendance of each Director at the Board Meeting and last Annual General Meeting and number of Chairmanship/membership in other companies Board Committees are given in following Table.

Name of Director.	Status Executive/ Non-Executive	No. of Board Meetings held	No. of Board Meetings attended	Attendance at last AGM	No. of Directorship in other Cos.		No. of Chairmanship / membership in other Board/ Committee	
					Public	Private	Chairmanship	Membership
Shri. Hiren M. Shah	EC	6	6	Yes	-	4	-	-
Shri Bharat M. Shah	MD	6	5	Yes	-	4	-	-
Shri. Viraj M. Shah	MD	6	6	Yes	-	4	-	-
Shri ShardulJ. Thacker	NED/ ID	6	6	Yes	1	1	-	-
Shri Deepak R. Shah	NED	6	6	Yes	2	0	1	3
Shri Yogen S. Lathia	NED/ ID	6	6	Yes	-	2	-	-
Shri Purav H Shah	WTD		6	Yes	-	3	-	-
Shri Mehernosh Rusi Currawalla	NED/ ID	6	6	Yes	0	3	-	-
Smt. Jasvanti Amar Patel	NED/ ID	6	6	Yes	-	-	-	-
Shri. Rahul Gautam Divan	NED/ ID	6	6	Yes	2	3	1	2

Directorship in other listed Companies:

Sr. No.	Name of Director	Name of Company	Category
1.	Deepak R. Shah	Marathon Nextgen Realty Limited	Non-Executive - Independent Director
		Siyaram Silk Mills Limited	Non-Executive - Independent Director
2.	Rahul Gautam Divan	Integra Engineering India Ltd.	Non-Executive - Independent Director
		Keystone Realtors Limited	Non-Executive - Independent Director

Note:

- The Directorships held by Directors mentioned above do not include Directorship held in 'The Ruby Mills Limited', Alternate Directorship and Directorship in Foreign Companies, Section 8 Companies.
- In accordance with Regulation 26 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships of only the Audit Committees and Shareholders/Investors Grievance Committee in all Public Limited Companies (excluding The Ruby Mills Limited) have been considered.
- Membership Includes Chairmanship of Committee.

iii. Inter-se relationships among Directors

Sr. No.	Name of Director	Inter - se Relationship
1.	Shri. Hiren M. Shah	Father of Shri. Purav Shah and Brother of Shri. Bharat Shah & Shri. Viraj Shah
2.	Shri Bharat M. Shah	Brother of Shri. Hiren Shah & Shri. Viraj Shah and uncle of Purav Shah
3.	Shri. Viraj M. Shah	Brother of Shri. Hiren Shah & Shri. Bharat Shah and uncle of Purav Shah
4.	Shri. Purav Hiren Shah	Son of Shri. Hiren Shah and nephew of Shri. Bharat Shah and Shri. Viraj Shah
5.	Shri Deepak R. Shah	No Relation
6.	Shri Yogen S. Lathia	No Relation
7.	Shri Shardul J. Thacker	No Relation
8.	Shri Mehernosh Rusi Currawalla	No Relation
9.	Smt. Jasvanti Amar Patel	No Relation
10.	Shri. Rahul Gautam Divan	No Relation

iv. Code of Conduct

The Company has adopted a Code of Conduct for the Members of the Board and the Senior Managements. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code of Conduct as on March 31, 2023 and a declaration to that effect signed by the Managing Director is given below.

I hereby confirm that:

“The Company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2022-23.”

Sd/-

Purav H. Shah

Chief Executive Officer

v. A chart or a matrix setting out the Skills/Expertise/Competence of the Board of Directors:

In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/competencies of the Directors as given below:

Skills and its description	Shri. Bharat Shah	Shri. Hiren Shah	Shri. Viraj Shah	Shri. Purav Shah	Shri. Deepak R. Shah	Shri. Yogen S. Lathia	Shri. Shardul J. Thacker	Shri. Mehernosh Rusi Currawalla	Shri. Rahul Gautam Divan	Smt. Jasvanti Amar Patel
Leadership experience of running large enterprise	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Experience of crafting Business Strategies	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Understanding of Consumer and Customer Insights in diverse environments and conditions	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Finance and Accounting Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Experience in overseeing large and complex Supply Chain	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Understanding use of Digital / Information Technology	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Experience of large companies and understanding of the changing regulatory landscape	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Communication and Negotiation Skill	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

vi. Confirmation:

In the opinion of the board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management.

vii. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting:

The Directors of the Company who are seeking the appointment/re-appointment at the forthcoming Annual General Meeting are as follows:

- a. The provisions of Section 149 and 152(6) of the Companies Act, 2013 and rules made thereunder, stipulate that at least 1/3rd of the 2/3rd of the Directors of the Company who have been longest in the office, other than Independent Directors, are liable to retire by rotation every year. Accordingly, Shri

Bharat Shah (DIN: 00071248) retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

3. Board Committees

The Board has constituted various Committees with an optimum representation of its members and with specific terms of reference in accordance with the Act and the SEBI Listing Regulations. To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference/ scope. The committees operate as the Board's empowered agents according to their charter/ terms of reference.

The Board has constituted the below mentioned committees:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee
- v. Risk Management Committee

The Committees are represented by a combination of Non-Executive Independent Directors and Key Managerial Personnel of the Company. These Committees play an important role in the overall Management of day to-day affairs and governance of your Company. The Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The recommendations of the Committee(s) are submitted to the Board for its approval.

i. Audit Committee

Audit committee has been formed in line with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Regulations read with Part C of Schedule II. Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulation. All members of the Audit Committee are financially literate and expertise in the domain of finance, Taxation and Risk.

The terms of reference of the Audit Committee are broadly as under:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment, remuneration and terms of appointment of auditors and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices along with reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;

- d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the company with related parties;
 - Scrutiny of inter-corporate loans and investments
 - Valuation of undertaking or assets of the company, whenever it is necessary
 - Evaluation of internal financial controls and risk management systems
 - Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussing with the internal auditors any significant findings and follow up there on;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - Reviewing the functioning of the Whistle Blower mechanism;
 - Approving the appointment of the Chief Financial Officer after assessing the qualifications, experience and background, etc., of the candidate; and
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.
 - Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date.

The Audit Committee shall mandatorily review the following:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the internal auditor.
- Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015.
 - b) Annual statements of funds utilized for the purpose other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

Further, the audit committee ensures that it has reviewed each area that is required to review under its terms of reference and under applicable regulation or by way of good practice. This periodic review ensures that all areas within the scope of committee are reviewed.

The Audit Committee of the Company met 5 (Five) times during the year as per the dates mentioned below:

May 7 2022, May 30 2022, August 10 2022, November 8 2022 and February 13, 2023.

The Audit Committee of the Board comprises of 1(One) Executive Director and 3 (Three) Non-Executive Independent Directors. Recommendations of the Audit Committee, if any, are considered and implemented by the Board from time to time.

The Composition of Audit Committee and the details of meetings attended by its members are given below:

Sl. No.	Name of the Audit Committee Member	Category of Directorship	Status	Number of Audit Committee Meetings held and attended during the Year					No. of Meetings attended
				May 07, 2022	May 30 2022,	August 10, 2022	November 08, 2022	February 13, 2023.	
1.	Shri. Shardul J. Thacker	Non-Executive Director - Independent	Chairman	✓	✓	✓	✓	✓	5/5
2.	Shri. Yogen Lathia	Non-Executive Director - Independent	Member	✓	✓	✓	✓	✓	5/5
3.	Shri. Bharat M. Shah	Managing Director	Member	✓	✓	✓	✓	X	4/5
4.	Shri. Rahul G. Divan	Non-Executive Director - Independent	Member	✓	✓	✓	✓	✓	5/5

The Chief Financial Officer, Chief Executive Officer and the representative of Statutory Auditor, Internal

Auditor and Secretarial Auditor were also invited to attend the Audit Committee meetings. Shri. Shardul Thacker, Chairman of the Audit Committee was present at 106th Annual General Meeting of the Company held on September 23, 2022 to attend and reply to the shareholders queries.

The Company generally considers and reviews all items listed in the applicable acts and regulations. The Committee mandatorily reviews information as per the requirement of applicable acts and regulations and such other matters as considered appropriate by it or referred to it by Board.

ii. Nomination and Remuneration Committee:

The Board of Directors of the Company has constituted the Nomination and Remuneration Committee in conformity with and keeping a good balance with the requirements under provisions of Section 178 of the Companies Act, 2013 and is in line with the provisions of the relevant requirements of Securities and Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015 to determine and review the remuneration package of Managing/Whole-time/Executive/Independent Directors, senior officers of the Company, evaluating performance of directors/senior officer and to deal with other matters related to appointment and removal of managerial/ directors/ senior personnel.

Brief description of Terms of Reference:

- a. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- b. To formulate the criteria for evaluation of performance of independent directors and the board of directors;
- c. To devise a policy on diversity of board of directors;
- d. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- e. To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f. To recommend to the board, all remuneration, in whatever form, payable to senior management.
- g. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates

Further, the Nomination and Remuneration Committee ensures that it has reviewed each area that is required to review under its terms of reference and under applicable acts/ regulation or by way of good practice.

Nomination and Remuneration Committee Meeting of the Company was held on May 07 2022, August 10,

2022 and February 13, 2023 during the financial year ended March 31, 2023. Presently, the Company does not have any Stock Option Scheme.

The Composition of Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of the Remuneration Committee Member	Category of Directorship	Status	Number of NRC Meetings held and attended during the Year			No. of Meetings Attended
				May 07,2022	August 10, 2022	February 13, 2023	
1.	Shri. Yogen S. Lathia	Non-Executive Director - Independent	Chairman	✓	✓	✓	3/3
2.	Shri. Shardul J. Thacker	Non-Executive Director - Independent	Member	✓	✓	✓	3/3
3.	Shri. Mehernosh Rusi Currawalla	Non-Executive Director - Independent	Member	✓	✓	✓	3/3

Remuneration Policy

The remuneration policy for working directors is in line with the other peer Companies and reviewed periodically. The payment of remuneration is duly approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee and the Shareholders.

The performance evaluation criteria for Independent Directors and criteria of making payments to Non-Executive Directors forms part of Nomination cum Remuneration Policy which has been uploaded on the Company's website at the following link- https://www.rubymills.com/uploads/investor-reports/1409223679_Nomination-and-Remuneration-Policy.pdf.

Directors Remuneration

Details of remuneration paid to Managing Directors and Whole-time Directors for the year ended March 31, 2023 are as follows:-

All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;

(In `)

Name of Director	Shri Hiren M. Shah	Shri Bharat. M. Shah	Shri Viraj. M. Shah	Shri Purav. H. Shah
Designation	Executive Chairman	Managing Director	Managing Director	Executive Director, CFO & CEO
Salary (₹)	1,79,04,000	1,79,04,000	1,79,04,000	99,54,000
*Value of Perquisites (₹)	96,000	96,000	96,000	96,000
Contribution to PF (Rs.)	14,28,480	14,28,480	14,28,480	10,83,600
details of fixed component and performance linked incentives, along with the performance criteria;	-	-	-	-

Name of Director	Shri Hiren M. Shah	Shri Bharat. M. Shah	Shri Viraj. M. Shah	Shri Purav. H. Shah
Designation	Executive Chairman	Managing Director	Managing Director	Executive Director, CFO & CEO
service contracts, notice period, severance fees;	-	-	-	-
stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	-	-	-	-
Total	1,94,28,480	1,94,28,480	1,94,28,480	1,11,33,600

* Value of perquisites include Telephone, vehicle expense etc.

Sitting Fees & Commission paid to Non-executive Directors

The Non-Executive Directors are paid sitting fees at the rate of *`60,000/- for attending each meeting of the Board and Audit Committees and `20,000/- for attending each meeting of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship/ Shareholders/ Investor Grievance Committee respectively. There has been no pecuniary relationship or transactions of the Non-Executive Directors with the Company.

In respect of the financial year 2022-23 the sitting fees paid/payable to the Non-Executive Directors are as detailed below.

Name	Total Sitting fees paid
Shri Shardul J. Thacker	7,60,000
Shri Deepak R. Shah	3,60,000
Shri Yogen S. Lathia	7,40,000
Shri Mehernosh Rusi Currawalla	4,60,000
Shri Rahul Gautam Divan	6,80,000
Smt. Jasvanti Patel	3,80,000

Note: 1) No commission is paid to any of the Non - Executive Directors.

iii. Stakeholders Relationship Committee:

Brief Description of Terms of Reference:

The Composition of Stakeholders' Relationship Committee is in compliance with provision of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulation. The brief terms of reference of the Committee are as follows:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum

of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Stakeholder's Relationship Committee Meeting of the Company was held on February 13, 2023 during the financial year ended March 31, 2023.

The Composition of Stakeholders Relationship Committee of the Board comprises of 4 (four) members and the details are given below:-

Sl. No.	Name of the Stakeholders Relationship Committee Member	Category of Directorship	Status	Number of SRC Meetings held and attended during the Year (13 February 2023)	No. of Meetings Attended
1.	Shri. Mehernosh Rusi Currawalla	Non-Executive Director - Independent	Chairman	✓	1/1
2.	Shri Hiren M. Shah	Executive Chairman	Member	✓	1/1
3.	Shri Bharat M. Shah	Managing Director	Member	X	0/1
4.	Shri Viraj M. Shah	Managing Director	Member	✓	1/1

Name & Designation of Compliance Officer:

Ms. Anuradha Tendulkar
Company Secretary and Compliance Officer

A statement of various complaints received and redressed by the Company during the year financial ended March 31, 2023 is given below:

Number of Investors' Complaint pending at the beginning of the year	Number of Investors' Complaint received during the year	Number of Investors' Complaints disposed of during the year	Number of Investors' Complaints remaining unresolved at the end of the year
NIL	7	7	NIL

Compliance Certificate

Compliance Certificate for Corporate Governance from Statutory Auditors of the Company is annexed to this report.

iv. Corporate Social Responsibility Committee

The Board of Directors of the Company has constituted Corporate Social Responsibility Committee in line with the provisions of Section 135 and Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

Brief description of Terms of Reference:

To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 to recommend the amount of expenditure to be incurred on the activities; and monitor the Corporate Social Responsibility Policy of the Company from time to time.

Corporate Social Responsibility Committee Meeting of the Company was held on May 30 2022, 1 during the financial year 2022-23.

The Composition of Corporate Social Responsibility Committee of the Board comprises of 3 (three) members and the details of meetings attended by its members are given below:

Sl. No.	Name of the Corporate Social Responsibility Committee Member	Category of Directorship	Status	Number of CSR Meetings held and attended during the Year	No. of Meetings Attended
				May 30, 2022	
1.	Shri Shardul J. Thacker	Non-Executive Director - Independent	Chairman	✓	1/1
2.	Shri Hiren M. Shah	Executive Chairman	Member	✓	1/1
3.	Shri Viraj M. Shah	Managing Director	Member	✓	1/1

v. Risk Management Committee

The Risk Management Committee is responsible for formulating a Risk Management Policy which shall indicate the procedure and measures to be taken to identify and minimize the risks impacting the Company's business; to recommend the Board members about risk assessment and minimization procedure; and to monitor the implementation of recommendations made by committee to the Board.

The Risk Management Committee of the Board comprises of 3 (Three) Executive Directors of the Company:-

Name of the Risk Management Committee Member	Category of Directorship	Status
Shri. Hiren M. Shah	Executive Chairman	Chairman
Shri. Viraj M. Shah	Managing Director	Member
Shri. Purav H. Shah	Executive Director, CEO & Chief Financial Officer (CFO)	Member

4. Independent Directors Meeting:

In a separate meeting of independent directors held on 16th March 2023, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was reviewed and evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors.

5. General Body Meetings:

The details of Annual General Meetings held in last three years are as under:-

AGM	Day	Date	Time	Venue	Details of the Special Resolutions
106 th	Friday	September 23, 2022	4.30 pm	AGM held physically at the Registered Office of the Company at Ruby House, Lobby level, 29, Senapati Bapat Marg, Dadar, Mumbai-400028	<ol style="list-style-type: none"> 1. Re-appointment of Shri. Mehernosh Rusi Currawalla (DIN: 01089742) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. 2. Re-appointment of Shri. Purav Hiren Shah (DIN: 00123460) Chief Executive Officer and Chief Financial Officer of the Company as the Executive (Whole time) Director of the Company w.e.f. 13th December 2022 to 12th December 2027 and to fix his remuneration.
105 th	Tuesday	September 28, 2021	4.30 pm	AGM via video conferencing (Registered Office of the Company at Ruby House, J.K. Sawant Marg, Dadar, Mumbai-400028	<ol style="list-style-type: none"> 1. Approval of Remuneration to be paid to Shri. Hiren M. Shah (DIN-00071077), Executive Chairman of the Company. 2. Approval of Remuneration to be paid to Shri. Bharat M. Shah (DIN-00071248), Managing Director of the Company 3. Approval of Remuneration to be paid to Shri. Viraj M. Shah (DIN-00071616), Managing Director of the Company
104 th	Thursday	December 17, 2020	4.30 pm	AGM via video conferencing (Registered Office of the Company at Ruby House, J.K. Sawant Marg, Dadar, Mumbai-400028	<ol style="list-style-type: none"> 1. Re-appointment of Shri. Yogen S. Lathia (DIN: 00299334) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 for a second term of five consecutive years. 2. Revision in remuneration of Shri. Purav Hiren Shah, (DIN: 00123460), Chief Executive Officer and Whole-Time Director of the Company.

- a. Whether special resolutions were put through postal ballot last year? No
- b. Are special resolutions proposed to be put through postal ballot this year? No

However, The Company has passed the Ordinary Resolution for the approval of Bonus Issue and increase in authorised share capital on 11th September, 2022 through postal Ballot.

6. Familiarisation Programme

The Policy on the Company's Familiarisation Programme for Independent Directors can be accessed at https://www.rubymills.com/uploads/investor-reports/1605936382_familiarisation%20Programme.pdf.

8. Disclosures

a. Disclosure regarding materially significant related party transactions :

During the year under review, besides the transactions reported in Directors Report, there were no other related party transactions with the promoters, directors and management that had a potential conflict with the interest of the Company at large.

All the transactions with related parties are periodically placed before the Audit Committee. The Register of Contracts detailing transactions in which Directors are interested is placed before the Board for its approval. Transactions with related parties, as per requirements of Companies Act, 2013 and Indian Accounting Standard 24, are disclosed in Note No. 48 to the Accounts and in the Directors Report part of the Annual Report and they are not in conflict with the interest of the Company at large. The board has approved a policy on related party transactions which has been uploaded on the Company's website at the following link https://www.rubymills.com/uploads/investor-reports/1963025575_Final-Policy-on-Related-Party-Transactions-RML.pdf

b. Disclosure of non-compliance by the Company:

During the year under review, there has been no non-compliance reported by the Company. However, the non-compliance during the preceding three years are as follows:

Sr. No.	Exchange	Particulars	Amount (in Rs)	Status
1.	Bombay Stock Exchange & National Stock Exchange	Regulation 33 - Approval of Financial Results (SEBI by its circular no SEBI/HO/CFD/CMD1/CIR/P/2020/140 dated 29th July,2020 has extended time for approval of financial results for the quarter ended on 30 th June,2020 till 15th September, 2020 and results of the Company for quarter ended 30 th June 2020 were approved on 30 th September, 2020.)	88,500 by BSE and NSE	Paid However, we have received waiver from NSE for the amount of ₹ 88,500/-
2.	Bombay Stock Exchange & National Stock Exchange	Regulation 20(2)/(2A) - Non-compliance with the constitution of Stakeholder Relationship Committee (SRC). Delay for a period of 17 days	39,220 by BSE and NSE	Paid However, we have received waiver from BSE for the amount of ₹ 2,360/-

c. Whistle blower and Vigil Mechanism policy:

The Company has put in place a mechanism of reporting illegal or unethical behaviour. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/ notified persons. The reports received from any employee will be reviewed by the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice. The said policy has been also put up on the website of the Company at the following link- https://www.rubymills.com/uploads/investor-reports/1255509256_Microsoft-Word-WBP-Final.pdf.

d. The Company has complied with the Mandatory requirements regarding the Board of Directors, Audit Committees and other Board Committees and other disclosures as required under the provisions of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance in respect of non-mandatory requirement the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

i. Maintenance of the Chairman's Office:

The Company has an Executive Chairman and the office provided to him for performing his executive duties is also utilized by him for discharging his duties as Chairman. No separate office is maintained for the Non-Executive Chairman of the Audit Committee but Secretarial and other assistance is provided to him whenever needed, in performance of his duties.

ii. Shareholders' Rights:

Un-audited quarterly financial results are sent to the stock exchanges and published in the newspapers as per the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

iii. Modified opinion(s) in audit report:

There are no qualifications in the Auditor's Report on the financial statements to the Shareholders of the Company.

iv. Reporting of internal auditor:

The Internal Auditor directly reports to the Audit Committee and members in attendance.

e. Hedging of Risk:

Company is not having material exposure to foreign exchange and there is a natural hedging party available in terms of exports made by the Company.

In respect of price risk of raw materials used for manufacturing purpose the same is taken care of as per industry requirement.

f. Preferential Allotment

There has been no preferential allotment or qualified institutions placement done by the Company during the financial year.

8. Disclosures of the Compliances:

The Company has disclosed about the Compliance of regulations in respect of Corporate Governance under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on its website i.e. <https://www.rubymills.com/investors>

9. CEO/CFO Certification:

Chief Executive Officer and Chief Financial Officer have issued necessary certificate in accordance with Regulation 17(8) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the financial year ended March 31, 2023 and the same is annexed as "Annexure i" and forms part of the Annual Report.

10. Declaration regarding Code of Conduct:

Board has laid down a Code of Conduct and Ethics for all Board Members and Senior Management Personnel of the Company. The code has been circulated to all the Board Members and senior management and the same is available on the Company's website at the following link - https://www.rubymills.com/uploads/investor-reports/1295448934_Code-of-Conduct.pdf . All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the Financial Year 2022-23. Declaration by CEO is annexed and forms part of the Annual Report.

11. Number of shares or convertible instruments of the Non- executive Directors in the Company:-

Sr. No.	Name of Non-Executive Director	No. of Shares Held
1.	Shri Shardul J. Thacker	Nil
2.	Shri. Deepak R. Shah	Nil
3.	Shri. Yogen S. Lathia	3,200
4.	Shri Mehernosh Rusi Currawalla	2,000
5.	Smt. Jasvanti Amar Patel	Nil
6.	Shri. Rahul Gautam Divan	Nil

12. Means of Communication Quarterly results:

The quarterly, half yearly and annual results of the Company are published in newspapers viz The Financial Express and in Navshakti for the quarter ended, June 30, 2022, September 30, 2022, December 31, 2022 and March 31, 2023 respectively for the Financial Year 2022-23.

13. Website:

In compliance with Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining a website i.e. <https://rubymills.com/investors> , containing financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances. The company updates the contents of the website on a regular basis. Further, there are no presentations made to institutional investors or to the analysts.

14. General Shareholder Information
a. Annual General Meeting to be held :

Day, date, time and venue

Day : Wednesday

Date : 27th September, 2023

Time : 4.00 PM

Venue : Ruby House, J.K. Sawant Marg, Dadar, Mumbai-400028

The Annual General Meeting shall be held electronically/physically at the aforementioned venue.

b. Calendar of Financial Year: 2023-24:

The Company follows April- March as the financial year.

First Quarterly Unaudited Results	Within 45 days of the end of the quarter
Second Quarterly Unaudited Results	Within 45 days of the end of the quarter
Third Quarterly Unaudited Results	Within 45 days of the end of the quarter
Audited Yearly Results for the Year Ended 31st March, 2024	On or before May 30, 2024.

c. Dividend:

The Board recommended a final dividend in its Board meeting held on 30th May 2023 at the rate of 25% i.e., of `1.25/- (One Rupee and Twenty-Five Paise) per equity share on 3,34,40,000 fully paid up equity shares of ` 5/- each aggregating to ` 4,18,00,000/- subject to TDS. The proposal is subject to the approval of Shareholders at the ensuing Annual General Meeting.

d. Listing on Stock Exchanges at:

The Equity Shares of the Company are listed at

- i. BSE Limited - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
- ii. National Stock Exchange of India Ltd - Exchange Plaza, C-1, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Note: Listing fees have been paid to the above Stock Exchanges for the year 2022-23.

e. Stock / Company / Security / Common Code : Equity Shares.

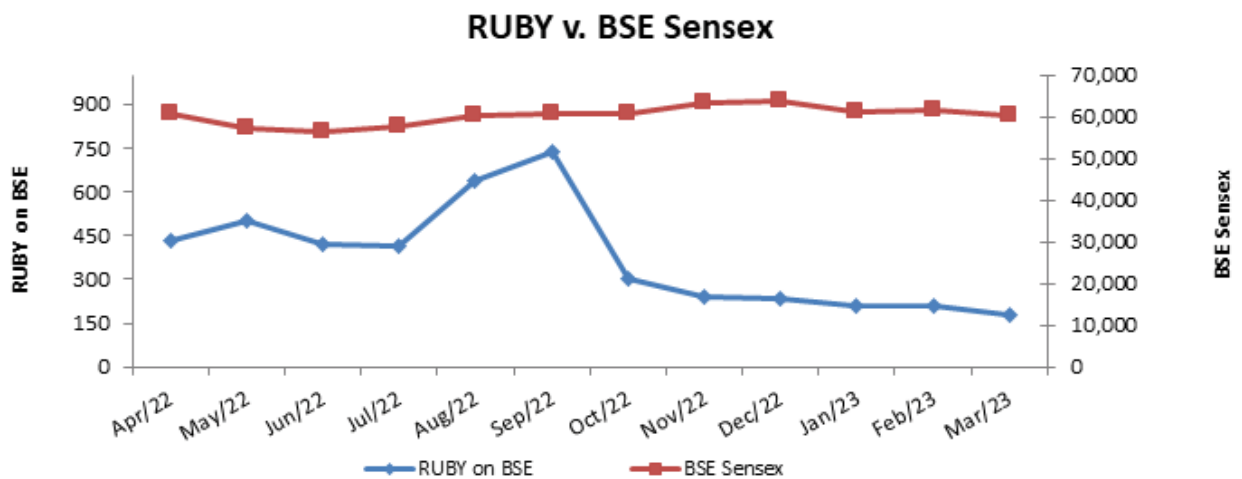
- i. Bombay Stock Exchange, Mumbai : 503169
- ii. National Stock Exchange of India Limited : RUBYMILLS
- iii. ISIN : INE301D01026

f. Market price Data :

The monthly high and low quotations and volume of shares traded at the National Stock Exchange of India Ltd and BSE Limited during the financial year 2022-23 are given below:

Stock Price
For the period: April 01, 2022 to March 31, 2023
Script Code: RUBYMILLS (NSE) 503169 (BSE)

BSE				NSE			
Month	High Price	Low Price	Volume Traded (No. of Shares)	Month	High Price	Low Price	Volume Traded (No. of Shares)
April 22	430	327.15	76436	April 22	410	389	51,294
May-22	500.15	342.5	382003	May-22	424.05	387.05	89,848
Jun-22	423	337.45	18285	Jun-22	371.4	360	6,122



Jul-22	413.4	356.55	12208	Jul-22	384	369.95	7,261
Aug-22	638.4	376.55	386380	Aug-22	635	587.6	1,30,569
Sep-22	737.8	275.05	347103	Sep-22	292	283	31,234

Oct-22	300	210	100443	Oct-22	222.3	212	17580
Nov-22	237.95	200.05	58992	Nov-22	223.45	211.05	26791
Dec-22	232.65	182.25	46510	Dec-22	205.45	198.9	13127
Jan-23	212	185	41318	Jan-23	197.3	188	12209
Feb-23	208	172	33227	Feb-23	183.2	171.95	9028
Mar-23	180.35	137	49361	Mar-23	152.9	145.1	20895

g. Liquidity

Shares of the Company are actively traded on BSE and NSE as is seen from the volume of shares indicated in the table containing stock market data and hence ensure good liquidity for the investors.

Performance in Comparison to broad-based indices such as BSE Sensex:

h. Registrar to issue and Share Transfer Agents :

The Company has engaged the services of Bigshare Services Private Limited, a SEBI registered Registrar as its Share Transfer Agents for processing the transfers, sub-division, consolidation, Splitting of Securities, etc. The requests for transfers, sub-division, consolidation, splitting of securities, demat and remat should be sent directly to Bigshare Services Private Limited Shareholders have the option to open their accounts with either NSDL or CDSL as the Company has entered into Agreements with both these Depositories.

i. Share Transfer System:

The Company has appointed a Common Registrar for the physical transfer and dematerialisation of shares.

Presently the shares transfers which are received in physical form are processed by the Registrar and Share Transfer Agent and approved by the Share Transfer Committee of the Board and same are placed before Board Meeting. Shares certificates are registered and returned within the stipulated time of 15 days from the date of receipt, subject to transfer instruments being valid and complete in all respects. Physical Shares recorded for dematerialisation are processed and completed within the stipulated time if the documents are complete in all respects.

The Company obtains from a Company Secretary in Practice, half yearly certificates of Compliance with the Share transfer facilities as required under relevant regulations issued by Securities of Exchange Board of India and files a copy of certificate with the Stock Exchanges.

j. Secretarial Audit for Reconciliation of Share Capital:

A qualified Practicing Company Secretary carried out the Secretarial Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued/paid-up listed equity capital of the Company.

The Secretarial Audit Report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the dematerialisation form.

k. Outstanding GDRs / ADRs / Warrants or any Convertible instruments and their impact on equity

The Company does not have any outstanding GDRs / ADRs / warrants /convertible instruments.

l. Distribution of Share holding

i. The shareholding distribution of equity shares as of March 31, 2023 is given below:

Sr. No.	Range (In Shares)	Total Holders	% of Total Holders	Shares	Percentage of shareholding
1	1-500	13464	90.21	1102427	3.29

2	501-1000	636	4.27	486466	1.45
3	1001-2000	377	2.53	580686	1.73
4	2001-3000	112	0.75	282638	0.84
5	3001-4000	83	0.55	299884	0.89
6	4001-5000	43	0.28	195287	0.58
7	5001-10000	98	0.65	697905	2.08
8	10001-9999999999	108	0.72	29794707	89.09
	TOTAL	14891		33440000	100

ii. Shareholding pattern as on March 31, 2023

Sr. No.	Category	No. of Shares held	% of Share holding
1	Promoters/Directors/Directors Relative	2,50,47,640	74.90
2	Resident Individuals	63,05,623	18.86
3	Private Corporate Bodies	11,87,052	3.55
4	NRIs	3,13,511	0.94
5	Clearing Members	11,744	0.04
6	IEPF	26,444	0.08
7	Foreign Portfolio Investors (Category - I)	40	0.0
8	HUF	5,47,946	1.64
	TOTAL	3,34,40,000	100

m. Dematerialisation of equity Shares

As on March 31, 2023, 99.75% of the Company's total equity shares representing 3,33,55,020 shares are held in dematerialised form and the balance 0.25% representing 84,980 shares are in physical form.

n. Plant Locations (Manufacturing Units)

Dhamni Unit Address	Kharsundi Address
Village Dhamni Off. Savroli Kharpada Road, Taluka Khalapur Dist. Raigad. Pin: 410202	Village Kharsundi Savroli Kharpada Road Taluka Khalapur Dist. Raigad. Pin: 410202

o. Address for Correspondence

Any query on Annual Report or Investors Grievance Redressal:

By email: info@rubymills.com

By telephone: 022-24387800

p. Investor Correspondence

For shares held in physical form	For shares held in Demat form
Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road, Marol, Andheri (e) Mumbai - 400059 Tel : 022- 62638204 Email : investor@bigshareonline.com	Investors' concerned Depository Participant(s) and/or Bigshare Services Private Limited

q. Unclaimed Dividends

Section 124 of the Companies Act, 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Financial Year	Date of declaration of dividend	Dividend (%)	Dividend Per Share in `*`	Amount (`)#
2015-16	March 05, 2016	25	1.25	44,730.00
2016-17	September 27, 2017	35	1.75	1,50,511.00
2017-18	September 28, 2018	35	1.75	74,977.00
2018-19	September 20, 2019	35	1.75	88,234.00
2019-20	February 13,2020	35	1.75	72,302.00
2020-21	August 13, 2021	15	0.75	24,501.00
2021-22	September 23, 2022	60	3	1,65,559.00

* Share of paid - up value of ` 5/- each

Amount unclaimed as at March 31, 2023

Members who have so far not encashed their dividend warrants/DD are requested to write to the Company/Registrar to claim the same, to avoid transfer to IEPF.

Members are also requested to note that in accordance to Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. Hence members who have so far not encashed dividend warrant for the aforesaid years are requested to approach the Company's Registrar and Transfer Agent immediately.

Members are requested to note that no claims shall lie against the Company in respect of unclaimed dividend amount and/or shares transferred to IEPF Authority pursuant to the said Rules. For the information of shareholders, the Company regularly uploads the details of unpaid and unclaimed dividend on the website of the Company, as mandated by Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules, 2012. Shareholders may refer the same for information pertaining to their unclaimed dividends.

r. Credit rating:

The Company has obtained credit for long term from BB+ to BBB- and for short term from A4+ to A3, there was no upgrade in the rating during the year.

16. Subsidiary Company

The Company has no subsidiary and hence provisions for furnishing specific information are not applicable.

17. Certification from Company Secretary in practice

Certificate from a Company Secretary in Practice MMJB & Associates LLP (FCS No. 9290, CP No. 20907), confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority, is annexed as "Annexe ii" and forms part of the Report on Corporate Governance.

18. Recommendation of any committee of the board:

During the year 2022-23, the Board of the Directors have accepted all the recommendations made by the committee to the Board of Directors.

19. Remuneration to Statutory Auditors

M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961W/W-100036) the Company's Statutory Auditor, is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the total fees paid by the Company to the statutory auditor and all entities in the network firm / entity of which the statutory auditor is a part is Rs. 15.10 Lakhs.

20. Disclosure Under The Sexual Harassment Of Women At Workplace Prevention, Prohibition & Redressal) Act, 2013

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under for prevention and redressal of complaints of sexual harassment at workplace. The Company also has an Internal Committee comprising of two male and two female members. During the year under review: -

- a) Number of complaints filed during the financial year: NIL
- b) Number of complaints disposed of during the financial year: NIL
- c) Number of complaints pending as on end of the financial year: NIL

21. Though at present the Company does not comply with some of the discretionary requirements under Part E of Schedule II of Listing Regulations, the Company is committed towards complying with Listing Regulations as a whole and will take suitable measures as and when appropriate.

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

The Ruby Mills Limited

1. We, CNK Associates & LLP have examined the compliance of conditions of Corporate Governance by **The Ruby Mills Limited** ("the Company") for the year ended on 31st March, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 1 above. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We conducted our examination of the relevant records of the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations given to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above - mentioned SEBI Listing Regulations as applicable during the year ended 31st March, 2023.

8. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **C N K Associates & LLP**
Chartered Accountants
Firm Registration No.101961W/W-100036

Himanshu V. Kishnadwala
Partner
Membership No. 037391
UDIN: 23037391BGULWH5468

Place: Mumbai
Date: 30th May, 2023

Annexures to Corporate Governance Report

Annexure i

CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER COMPLIANCE CERTIFICATE

Declaration by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

We, hereby certify that:-

- A. I have reviewed financial statements and the cash flow statement for the financial year ended on 31st March, 2023 and that to the best of their knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2023 which are fraudulent, illegal or violating the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- 1) significant changes in internal control over financial reporting during the financial year ended 31st March, 2023;
 - 2) significant changes in accounting policies during the financial year ended 31st March, 2023 and that the same have been disclosed in the notes to the financial statements; and
 - 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

This certificate is given by the undersigned with best of our knowledge and belief, that on its faith and strength, full reliance is placed by the Audit Committee / Board of Directors of the Company.

Place: Mumbai
Date: 30th May 2023

For The Ruby Mills Limited

Sd/-
Purav H. Shah
Wholetime Director, CEO and CFO
DIN: 00123460

Annexure ii

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34 (3) and Schedule V Para C clause (10) (i) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
The Ruby Mills Limited

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **THE RUBY MILLS LIMITED** having **CIN L17120MH1917PLC000447** and having registered office at **Ruby House, J. K. Samant Marg, Dadar, Mumbai 400028**, Maharashtra, India. (hereinafter referred to as **'the Company'**) for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information, based on (i) Documents available on the website of the Ministry of Corporate Affairs (MCA) (ii) Verification of Directors Identification Number (DIN) status on the website of the MCA, and (iii) disclosures provided by the Directors to the Company, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, MCA or any such other statutory authority as on 31st March 2023.

Table A

Sr. No.	Name of the Directors	Director Identification Number	Date of appointment in Company
1.	Rahul Gautam Divan	00001178	30/09/2020
2.	Hiren Manharlal Shah	00071077	30/10/1977
3.	Bharat Manharlal Shah	00071248	28/11/1994
4.	Viraj Manharlal Shah	00071616	28/11/1994
5.	Purav Hiren Shah	00123460	13/12/2017
6.	Shardul Jashwant Thacker	00153001	19/12/1984
7.	Yogen Shivlal Lathia	00299334	29/12/2015
8.	Mehernosh Rusi Currawalla	01089742	28/11/2017
9.	Deepak Rameshchandra Shah	06954206	14/11/2014
10.	Jasvanti Amar Patel	08717159	04/03/2020

For MMJB & Associates LLP

Sd/-

Saurabh Agarwal
Designated Partner

FCS: 9290

CP: 20907

UDIN: FOO92903000429446

Place: Mumbai

Date: 30 May, 2023

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF
The RUBY MILLS LIMITED****Report on the audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of The Ruby Mills Limited ("the Company"), which comprise the balance sheet as at 31st March 2023, the statement of Profit and Loss (including Other comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and the accounting principles generally accepted in India, of the state of affairs of the Company (financial position) as at 31st March, 2023, the profit and total Comprehensive Income (financial performance), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the **Auditor's Responsibilities for the Audit of the Financial Statements** section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	How the matter was addressed in our audit
--------------------	--------------------------	--

	<p>Information Technology (IT) Systems and controls over financial reporting.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> - Performing a walk-through of the new ERP system for the processes for which it was implemented; - Assessment of design and implementation of the Company's control over the different IT systems especially those related to financial reporting; - Evaluated the operating effectiveness of IT general controls over program development and changes, access to program and data and IT operations; - Assessment of manual controls wherever implemented for proper financial accounting and reporting; - Performed inquiry procedures with the IT team of the Company in respect of the overall security architecture and any key threats addressed by the Company in the current year; Evaluated the operating effectiveness of IT application controls in the key processes impacting financial reporting of the Company; - Assessed the operating effectiveness of controls relating to data transmission through the different IT systems to the financial reporting systems; - Extending scope of our substantive audit procedures, wherever manual controls are being used to integrate the various IT systems which affect financial reporting.
<p>2</p>	<p>Development agreement</p>	<p>Audit procedures followed by us include:</p> <ul style="list-style-type: none"> - Understanding of the arrangement entered for Development of the property and of various terms of DA and amendments thereto; - Co-relation of terms of DA with entries made in the books of account by the Company for accounting of income and amounts receivable from the developer; - Review of procedures followed / steps taken by the Company / developer for obtaining approval from the competent authorities; - Review of legal opinion/s taken by the Company and decision taken on that basis or management judgements / estimates for outcome of disputes arising on account of DA; - Obtaining of balance confirmation from developer at each period end / year end; - Assessment of recoverability of outstanding amount from developer based on: - Valuation determined by the management based on the market trend and most recent sale transaction for the sale of property; and - Sharing arrangement entered between the Company and developer for sharing of gross revenue arising from the property/ Tower covered under DA.
	<p>In an earlier year, the Company entered into a Development Agreement ("DA") with a developer whereby the Company granted the development rights to develop a Tower ("Development Rights") on 12,204 square meters out of its Freehold Land at Dadar; We identified DA as a KAM since:</p> <ul style="list-style-type: none"> - As per the DA, cost of construction incurred by the Company for the development of property covered under the DA agreement is reimbursed by developer. The Company has incurred huge amount of expenses and borrowings for the Construction of the property which has resulted in the significant amount receivable from the developer; - The amount receivable from the developer represents a major portion of the total assets of the Company; - Recoverability of the said amount is based on market demand since Occupancy Certificate (OC) for all floors was received only in FY 2021-22; <p>Refer Note No. 13 and 21 to the accompanying financial statements.</p>	

3	Litigations, Provisions and Contingent Liabilities	<p>Audit procedures followed by us include:</p> <ul style="list-style-type: none"> - Obtaining from the management, details of matter under dispute including ongoing and completed litigations and outstanding demands for the year ended 31st March, 2023; - Evaluation and testing of the design of internal controls followed by the Company relating to litigations, open tax positions for direct and indirect taxes and other matters and process followed to decide provisioning for the said liabilities or disclosure as Contingent Liabilities; - Reading orders, key correspondence, external legal opinions / consultations by management for key legal disputes; - Discussing with appropriate senior management and evaluating management's underlying key assumptions in estimating the likely demand/ possible outcome of the various litigations.
	<p>The Company has various pending litigations which include litigation on account of Income Tax, Indirect Taxes, real estate and related activities, FEMA etc. the outcome of which is uncertain and requires significant judgement;</p> <p>Refer Note No. 35 and 56(a) to the accompanying financial statements.</p>	

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexures to Director's Report, Corporate Governance Report, but does not include the financial statements and our auditor's report thereon.-

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to

cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements;

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015 as amended;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 56(a) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv.
 - a) The management has represented that, to the best of its' knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented, that, to the best of its' knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under a) and b) above, contain any material misstatement.
 - v. The Final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

As stated in

Note No. 24 of the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For C N K & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.: 37391

UDIN: 23037391BGULWG1882

Place: Mumbai

Date: 30th May, 2023

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of The Ruby Mills Limited ("the Company") on the financial statements for the year ended 31st March, 2023]

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that;

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant, and equipment. During the year, Company has migrated to new ERP system wherein full details of Property, Plant and Equipment (PPE) is being integrated in the system on full implementation of the ERP system. In view of this, the updation of the full details of PPE is still in progress to show full particulars including quantitative details and situation of PPE;
- (B) the Company has maintained proper records showing full particulars of intangible assets. However, as mentioned above, the Company is in the process of integrating and updating details pertaining to full particulars of intangible assets in new ERP;
- (b) The Company, as per a phased programme, undertakes physical verification of all the property, plant, and equipment once in three years which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. As per the programme, the Company had carried out physical verification of Property, Plant and Equipment in the preceding year;
- (c) Based on our examination of the records of the Company provided and the confirmations from the banks provided to us, we report that, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of lessee), disclosed in the financial statements are held in the name of the Company as at the balance sheet date except as disclosed in Note No. 4(3) of the financial statements, for the following where the documents are deposited with the relevant bank who have communicated that the same are not traceable at their end;

Particulars	Number of Cases	Gross Block (Rs. In Lakhs)	Net Block (Rs. In Lakhs)
Freehold Land at Dhamni	1	31.80	31.80

For the purpose of above reporting, registered sale deed/ transfer deed/conveyance deed and other substantive evidence such as allotment letters, property tax receipts etc. conveying title to the Company over the property has been taken into consideration by the management and relied upon by us;

- (d) The company has not revalued any of its Property, Plant & Equipment (including Right to use assets) and intangible assets during the year;
- (e) As disclosed in Note No. 58 (a) of the financial statements, no proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder;
- (ii) (a) Inventory other than those lying with third parties has been physically verified by the management on half yearly basis. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of such verification is reasonable. Considering the size of the Company and nature of its operations the coverage and procedures are adequate.

The discrepancies noticed on physical verification of inventory did not exceed 10% or more for each class of inventory and the same have properly dealt with in the books of accounts;
- (ii) (b) The Company has working capital limits sanctioned from banks or financial institutions exceeding Rs. 5 crores during the year and the quarterly returns / statements filed by the Company are materially in agreement with the books of account and no discrepancy was observed, except as disclosed in Note

No. 31.2;

(iii) The Company has not made any investments in, provided guarantee or security or has granted any loans or advances in nature of loans, secured or unsecured to companies, firms, limited liability partnerships or other parties during the year except for investments in mutual funds, loan to employees in respect of which we report the following:

(a) (A) The Company does not have any subsidiaries, joint ventures or associates. Hence clause 3(iii)(a) (A) is not applicable;

(B) During the year, the Company has provided loans or advances in the nature of loans to its employees, details of which is as below:

(Rs. In Lakhs)

Particulars	Amount
Aggregate amount granted/ provided during the year	
- Others	
- Employees	3.72
Balance outstanding as at the Balance sheet date in respect of above cases	
- Others	
- Employees	0.55

The Company as per the terms of development agreement entered in an earlier year, has incurred expenses on behalf of developer during the year and which are recoverable from him. The same has not been considered as loans or advances in nature of loans for the purpose of reporting under this clause;

(b) In our opinion, the investments made and the terms and conditions of loan given to employees during the year are prima facie not prejudicial to the interest of the Company;

(c) The Company in earlier year had granted loans to a company where repayment terms have not been stipulated. In absence of schedule of repayment, we are unable to report about the regularity of repayment of principal amount. Further, payment of interest on the said loan is not regular as stipulated and total outstanding interest as at the year-end is Rs. 4,445.58 lakhs. The Company had also waived interest on the said loan for the period 1st April 2020 to 31st March 23 due to COVID 19 pandemic. In respect of loans granted by the Company to its employees, which are interest-free, where the schedule of repayment of principal has been stipulated, repayments have generally been regular;

(d) In respect of loans given by the Company in an earlier year, there is no overdue amount for more than ninety days as at balance sheet date except for interest amounting to Rs. 4,445.58 lakhs on loan given to a company. The Company is taking necessary reasonable steps for recovery of the same;

(e) No loan granted by the Company has fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans;

(f) The Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable;

(iv) The Company has complied with the provisions of Section 185 and Section 186 of the Act, with respect to grant of loans, making investments providing guarantees and securities, as applicable;

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits to which directives issued by the RBI and the provisions of sections 73 to 76 or any other relevant provisions of the Act and rules made thereunder apply. We were informed by the Management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard;

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as specified by the Central Government under section 148(1) of the

Act in respect of the Company's product and are of the opinion that prima-facie, the prescribed account and records have been made and maintained. We have not, however, made a detailed examination of the same with a view to determining whether they are accurate or complete;

- (vii) (a) According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it with appropriate authorities;

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and any other statutory dues in arrears as at 31st March, 2023, for a period of more than six months from the date they became payable except for provident fund amount of Rs.0.45 Lakhs not deposited on account of non - linking of employee Aadhar details in the respective portal;

- (b) Particulars of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2023 on account of disputes are given below:

Rs. In lakhs

Name of the Statute	Nature of dues	Forum where dispute is pending	Period to which the amount is relates	Amount involved	Amount unpaid (after taxes paid /adjusted under protest)
The Income Tax Act, 1961	Income Tax and Interest	Commissioner of Income Tax (Appeal)	Assessment Year 2007-08	388.98	187.96
The Income Tax Act, 1961	Income Tax Penalty	Commissioner of Income Tax (Appeal)	Assessment Year 2009-10	71.01	71.01
The Income Tax Act, 1961	Income Tax Penalty	Commissioner of Income Tax (Appeal)	Assessment Year 2012-13	34.62	34.62
The Income Tax Act, 1961	Income Tax Penalty	Commissioner of Income Tax (Appeal)	Assessment Year 2013-14	0.16	0.16
The Income Tax Act, 1961	Income Tax and interest	Income Tax Officer	Assessment Year 2017-18	30.72	30.72
The Income Tax Act, 1961	Income Tax and interest	Commissioner of Income Tax (Appeal)	Assessment Year 2020-21	334.93	334.93
Finance Act, 1994 (Service Tax)	Service Tax	Principal Commissioner CGST & Excise	Financial Year 2011-12	260.08	260.08
The Central Excise Act, 1944	Excise Duty	Assistant Commissioner of Central Excise	Financial Year 1 st April, 1993 to 31 st October, 1993, 2000-01 and 2001-02	9.76	9.76
Customs Act, 1962	Custom Duty	Commissioner of Appeals (Customs)	Financial Year 2012-13	16.21	16.21

- (viii) As disclosed in Note No. 58 (e) of the financial statements, there were no unrecorded transactions which have been surrendered or disclosed as income during the year in the tax assessment under Income Tax Act, 1961;
- (ix) (a) The Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender;
- (b) As disclosed in Note No. 58 (f) of the financial statements, the Company is not declared wilful defaulter by any bank or financial institution or government, or any government authority;
- (c) The term loans were applied for the purpose for which the loans were obtained;
- (d) On an overall examination of the financial statements of the Company, we report that funds raised on short term basis have prima facie not been used for long term purposes.
- (ix) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) and 3(ix)(f) of the Order is not applicable to the Company;
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer including debt instruments hence reporting under clause 3(x)(a) of the order is not applicable;
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting clause 3(x)(b) of the Order is not applicable;
- (xi) (a) No fraud by the Company or on the Company have been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year upto the date of this report;
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year;
- (xii) The Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable;
- (xiii) In our opinion, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards;
- (xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports issued to the Company during the year and till date for the period under audit;
- (xv) In our opinion, during the year, the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company;
- (xvi) (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) and 3(xiv)(b) of the Order is not applicable;
- (b) The Company is not a Core Investment Company (CIC) as defined in in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable;
- (c) The Company does not have any Holding company, Subsidiary company, associates and joint venture. Hence reporting about the number of Core Investment Company in the group as per clause 3(xvi) (d) of the Order is not applicable to the Company;
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors of the Company during the year and accordingly the reporting under clause 3(xviii) is not applicable;
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board

of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;

- (xx) As disclosed by management in Note No. 55 of the financial statements and as verified by us, the gross amount required to be spent by Company towards Corporate Social Responsibility (CSR) during the year has been duly spent during the year hence reporting under clause 3(xx)(a) and clause 3(xx)(b) of the Order is not applicable;

For C N K & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.: 37391

UDIN: 23037391BGULWG1882

Place: Mumbai

Date: 30th May, 2023

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of The Ruby Mills Limited on the financial statements for the year ended 31st March, 2023]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of The Ruby Mills Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Modified Opinion

During the year, Company has migrated to a new ERP system for some processes, which are still in the process of stabilization. Further, the new ERP is not integrated to other software / old ERP used by the Company. As a result of the same, various controls for processes related to material management, inventory valuation, updation of customer / vendor masters are still being implemented requiring manual intervention and rectifications to be carried out for the purpose of financial reporting.

In our opinion, except for the possible effects of the weaknesses described above, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For C N K & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.: 37391

UDIN: 23037391BGULWG1882

Place: Mumbai

Date: 30th May, 2023

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BALANCE SHEET AS AT 31ST MARCH, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note	As at	
		31 st March, 2023	31 st March, 2022
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	4	8,377.90	8,307.83
(b) Right of Use Assets	5	70.52	103.14
(c) Capital Work-in-progress	6	567.38	544.95
(d) Investment property	7	3,194.37	3,327.00
(e) Intangible assets	8	406.69	370.58
(f) Intangible Assets under Development	9	60.00	90.02
(g) Biological assets other than bearer plants	10	8.70	8.70
(h) Financial assets			
(i) Investments	11	0.28	0.28
(ii) Loans	12	8,873.31	9,048.46
(iii) Other financial assets	13	46,713.44	58,058.11
(i) Non current Tax Assets (Net)	14	477.90	307.98
(j) Other non-current assets	15	215.03	278.29
Total Non current assets		68,965.52	80,445.34
(2) Current assets			
(a) Inventories	16	5,128.77	3,628.70
(b) Financial Assets			
(i) Investments	17	-	0.55
(ii) Trade receivables	18	2,422.82	1,736.75
(iii) Cash and cash equivalents	19	8,095.40	338.03
(iv) Bank balances other than (iii) above	20	373.51	660.20
(v) Other Financial Assets	21	10,612.28	9,257.67
(c) Other current assets	22	516.72	547.22
Total Current Assets		27,149.50	16,169.12
Total Assets		96,115.02	96,614.46
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	23	1,672.00	836.00
(b) Other Equity	24	54,294.79	52,102.37
Total Equity		55,966.79	52,938.37
Liabilities			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	25	20,745.64	22,522.61
(ii) Lease Liability	26	50.01	83.39
(iii) Other Financial Liabilities	27	1,790.10	1,616.97
(b) Provisions	28	29.39	31.51
(c) Deferred Tax Liability (Net)	29	51.34	2.96
(d) Other non-current liabilities	30	233.34	234.12
Total Non Current Liabilities		22,899.82	24,491.56
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	31	3226.38	5354.86
(ii) Lease Liabilities	32	30.90	28.55
(iii) Trade payables	33		
Total outstanding dues of micro enterprises and small enterprises.		76.55	110.61
Total outstanding dues of creditors other than micro enterprises and small enterprises.		2,426.35	2,516.49
(iv) Other financial liabilities	34	938.93	600.89
(b) Other Current Liabilities	35	10,343.39	10,562.27
(c) Provisions	36	13.63	10.86
(d) Current Tax Liabilities (Net)	37	192.28	-
Total Current Liabilities		17,248.41	19,184.53
Total Liabilities		40,148.23	43,676.09
Total Equity and Liabilities		96,115.02	96,614.46

The accompanying notes are an integral part of the financial statements.

1 to 61

As per our attached report of even date

For C N K & Associates LLP

 Chartered Accountants
 ICAI Firm No: 101961W/W-100036

Himanshu Kishnadwala
 Partner

Membership No. 037391

 Place : Mumbai
 Dated : 30th May, 2023

**For and on behalf of the Board of Directors of
 The Ruby Mills Limited**

CIN : L17120MH1917PLC000447

Hiren M. Shah

 Executive Chairman
 DIN : 00071077

Anuradha Tendulkar
 Company Secretary

Membership No. 55173

Bharat M Shah

 Managing Director
 DIN : 00071248

Purav H. Shah
 Chief Financial Officer

 and Chief Executive Officer
 DIN : 00123460

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note	Year ended 31 st March 2023	Year ended 31 st March 2022
I Revenue from operations	38	25,965.09	19,905.35
II Other income	39	496.59	84.12
III Total Income (I + II)		<u>26,461.68</u>	<u>19,989.47</u>
IV EXPENSES			
Cost of materials consumed	40	10,424.46	6,317.03
Changes in inventories of finished goods and work-in-progress	41	(1,441.58)	(300.13)
Employee benefits expense	42	2,497.63	1,925.22
Finance costs	43	413.01	965.60
Depreciation and amortisation expense	44	869.28	913.41
Other expenses	45	9,328.43	6,482.75
Total Expenses (IV)		<u>22,091.23</u>	<u>16,303.88</u>
V Profit before tax (III - IV)		<u>4,370.45</u>	<u>3,685.59</u>
VI Tax Expense	46A		
(1) Current Tax		810.00	647.00
(2) Deferred Tax		45.89	(6.08)
(3) Excess/Short provision of tax relating to earlier years		(8.05)	(60.00)
Total Tax Expenses		<u>847.84</u>	<u>580.92</u>
VII Profit for the Year		<u>3,522.61</u>	<u>3,104.67</u>
VIII Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit plans	46B	9.88	35.89
(ii) Income tax related to items that will not be reclassified to profit or loss		(2.49)	(9.03)
Total other comprehensive income (net of tax)		<u>7.41</u>	<u>26.86</u>
IX Total comprehensive income for the Period (VII + VIII)		<u>3,530.02</u>	<u>3,131.53</u>
X Earnings per equity share of ₹ 5 each			
Basic and Diluted (₹)	50	10.53	9.28
The accompanying notes are an integral part of the financial statements.	1 to 61		

As per our attached report of even date

For C N K & Associates LLP

 Chartered Accountants
 ICAI Firm No: 101961W/W-100036

Himanshu Kishnadwala

 Partner
 Membership No. 037391

Place : Mumbai

 Dated : 30th May, 2023

**For and on behalf of the Board of Directors of
The Ruby Mills Limited**

CIN : L17120MH1917PLC000447

Hiren M. Shah

 Executive Chairman
 DIN : 00071077

Anuradha Tendulkar

 Company Secretary
 Membership No. 55173

Bharat M Shah

 Managing Director
 DIN : 00071248

Purav H. Shah

 Chief Financial Officer
 and Chief Executive Officer
 DIN : 00123460

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Statement of Changes in Equity
A Equity share capital (note 23)

Particulars	Amount
Balance as at 1st April, 2021	836.00
Changes in equity share capital during the year	-
Balance as at 31st March, 2022	836.00
Changes in equity share capital during the year - Issue of Bonus Shares (1:1)	836.00
Balance as at 31st March, 2023	1,672.00

B Other Equity (note 24)

Particulars	Reserves and surplus			Total
	Securities premium	General reserve	Retained earnings	
Balance as at 31st March, 2021	1,695.20	30,039.35	17,361.69	49,096.24
Profit for the year			3,104.67	3,104.67
Other comprehensive Income "OCI" (net of tax)			26.86	26.86
Total comprehensive income	1,695.20	30,039.35	20,493.22	52,227.78
Dividend Paid			(125.40)	(125.40)
Balance as at 31st March, 2022	1,695.20	30,039.35	20,367.82	52,102.38
Profit for the year			3,522.61	3,522.61
Other comprehensive Income "OCI" (net of tax)			7.41	7.41
Total comprehensive income	1,695.20	30,039.35	23,897.84	55,632.40
Dividend Paid			(501.60)	(501.60)
Issue of Bonus Shares (1 : 1)	(836.00)		-	(836.00)
Balance as at 31st March, 2023	859.20	30,039.35	23,396.24	54,294.78

The accompanying notes are an integral part of the financial statement
As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants
ICAI Firm No: 101961W/W-100036

Himanshu Kishnadwala

Partner
Membership No. 037391

Place : Mumbai

Dated : 30th May 2023

**For and on behalf of the Board of Directors of
The Ruby Mills Limited**

CIN : L17120MH1917PLC000447

Hiren M. Shah

Executive Chairman
DIN : 00071077

Anuradha Tendulkar

Company Secretary
Membership No. 55173

Bharat M Shah

Managing Director
DIN : 00071248

Purav H. Shah

Chief Financial Officer
and Chief Executive Officer
DIN : 00123460

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	31ST March, 2023	31ST March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	4,370.45	3,685.59
Adjustments for :		
Depreciation and Amortisation expenses	869.28	913.41
Finance Costs	413.01	965.60
Interest Income	(147.13)	(17.42)
Net Loss / (Gain) on disposal of property, plant and equipment	(51.47)	(1.68)
Loss allowances on loans and other financial assets	73.61	10.98
Sundry Balance written off / back and excess provision writtten back	(3.45)	(37.15)
Other Non Cash Adjustments	(107.66)	(286.49)
Loss on foreign currency transactions and translations (net)	2.73	0.87
Fair valuation Gain/ Profit on redemption of current investment	(171.87)	(0.84)
Operating profit before working capital changes	5,247.50	5,232.87
Adjustments for:		
(Increase)/ Decrease in Inventories	(1,500.08)	(480.79)
(Increase)/ Decrease in Trade Receivables	(592.05)	(530.95)
(Increase)/ Decrease in Loans	125.00	50.00
(Increase)/ Decrease Other Financial Assets - Non Current and Current	10,006.96	4,695.42
(Increase)/ Decrease Other assets - Non Current and current	97.96	263.63
Increase/ (Decrease) in Trade Payables	(124.21)	787.26
Increase/ (Decrease) in Other Financial liabilities - Non Current and Current	264.08	(308.93)
Increase/ (Decrease) in Provisions	0.65	3.88
Increase/ (Decrease) in Other Liabilities - Non current and current	(218.88)	87.02
Cash generated from Operations	13,306.93	9,799.41
Taxes Paid (Net of refund)	(779.60)	(379.30)
Net cash generated from Operating Activities	12,527.33	9,420.11
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Acquisition of property, plant and equipment (PPE) (including Capital work-in-progress and capital advances)	(717.08)	(1,366.15)
Proceeds on disposal of Property,plant and equipment/ Refund of Capital Advance	66.15	2.10
Sale of Current Investments	14,094.69	1,153.76
Purchase of Current Investments	(13,922.26)	(299.18)
Insurance claims received for property, plant and equipment		54.99
Fixed deposits with banks	285.51	2,499.09
Interest Received	122.33	57.22
Net cash from Investing activities	(70.66)	2,101.83

Statement of Cash Flow for the year ended 31st March, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	31st March, 2023	31st March, 2022
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment of borrowings	(13,377.41)	(38,563.91)
Proceeds of borrowings	9,472.02	26,993.30
Payment of dividend	(501.60)	(125.40)
Payments for principal portion of lease liability	(31.02)	(38.75)
Payments for interest portion of lease liability	(9.72)	(16.33)
Finance Costs	(251.56)	(981.93)
Net cash from Financing activities	(4,699.29)	(12,733.03)
(Decrease)/ Increase in Cash and Cash Equivalents (A+B+C)	7,757.38	(1,211.09)
Cash and Cash Equivalents at the beginning of the Year	338.03	1,549.12
Cash and Cash Equivalents at the end of the Year	8,095.41	338.03
Components of Cash and Cash Equivalents :		
Cash on hand	5.14	2.32
Balances with Banks	8,090.27	335.71
	8,095.41	338.03

The accompanying notes are an integral part of the financial statements.

Notes :

- I In Part-A of the Cash Flow Statement, figures in brackets indicate deductions made from the Net Profit for deriving the net cash flow from operating activities. In Part-B and Part-C, figures in brackets indicate cash outflows.
- II "Other Non-Cash items" include amortization of Capital grant, fair valuation / amortisation of security deposits and other adjustments not affecting Cash Flow.
- III The Cash Flow Statement has been prepared under indirect method as set out in Indian Accounting Standard (Ind AS) 7, 'Statement of Cash Flows'. This is the Statement of Cash Flows referred to in our report of even date.

Reconciliation of liabilities from financing activities

Particulars	As at 1st April, 2022	Cash Flow	Foreign Exchange Movement	As at 31st March, 2023
Total Borrowings	27,877.47	(3901.84)	(3.54)	23,972.09
Particulars	As at 1st April, 2021	Cash Flow	Foreign Exchange Movement	As at 31st March, 2022
Total Borrowings	39,448.08	(11,569.74)	(0.87)	27,877.47

As per our attached report of even date

For C N K & Associates LLP

 Chartered Accountants
 ICAI Firm No: 101961W/W-100036

Himanshu Kishnadwala

 Partner
 Membership No. 037391

Place : Mumbai

Dated : 30th May 2023

**For and on behalf of the Board of Directors of
The Ruby Mills Limited**

CIN : L17120MH1917PLC000447

Hiren M. Shah

 Executive Chairman
 DIN : 00071077

Anuradha Tendulkar

 Company Secretary
 Membership No. 55173

Bharat M Shah

 Managing Director
 DIN : 00071248

Purav H. Shah

 Chief Financial Officer
 and Chief Executive Officer
 DIN : 00123460

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**1. CORPORATE INFORMATION**

The Ruby Mills limited ('RML' or 'the Company') is a public limited company domiciled in India incorporated on 9 th January 1917. Registered office of the Company is located at Mumbai. The Company is listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. The Company is an integrated textile mill.

The Company has two plants. The spinning and weaving plant is located at Dhamni and the process house at Kharsundi both at Khopoli close to Bombay - Pune Highway.

The Company had entered into a Development Agreement ("the DA") to develop part of its vacant mill land at Dadar. In terms of the DA, any cost of construction incurred by the Company for the development of the above is to be reimbursed by the Developer. The consideration for the Grant of the Development Rights is based on the specified percentage of the revenue received by the Developer.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES:**2.1. Basis for preparation and presentation:**

The financial statements comply with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act and Rules thereunder.

The financial statements have been prepared on accrual basis and in accordance with the historical cost convention except for certain assets and liabilities measured at fair value. The accounting policies are applied consistently to all the periods presented in the financial statements.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle, paragraph 66 and 69 of Ind AS 1 and other criteria as set out in the Division II of Schedule III to the Act.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The financial statements are presented in Indian Rupee (INR), the functional currency of the Company.

All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

The Financial Statements of the Company for the year ended 31 st March, 2023 were approved for issue in accordance with a resolution of the Board of Directors in its meeting held on 30 th May, 2023.

2.2. Use of Judgement and Estimates

The preparation of the financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and accompanying disclosures.

Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

In particular, information about significant areas of estimates and judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as below:

- Estimates of useful lives and residual value of Property, Plant and Equipment and intangible assets;
- Measurement of Defined Benefit Obligations;
- Measurement and likelihood of occurrence of Provisions and contingencies;
- Recognition of deferred tax assets;
- Measurement of recoverable amounts of cash-generating units;
- Measurement of Right of Use Assets and Lease liabilities;
- Valuation of Inventories;
- Provision for loss allowances;
- Fair value measurement of financial instruments.

Revisions to accounting estimates are recognised prospectively.

2.3. Property, plant and equipment

- 2.3.1.** Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any;
- 2.3.2.** The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use);
- 2.3.3.** Subsequent expenditure is capitalised only if it probable that the future economic benefits associated with the expenditure will flow to the Company;
- 2.3.4.** Spare parts which meet the definition of Property, Plant and Equipment are capitalised as Property, Plant and Equipment in case the unit value of the spare part is above the threshold limit. In other cases, the spare part is inventorised on procurement and charged to Statement of Profit and Loss on consumption;
- 2.3.5.** An item of property, plant and equipment and any significant part initially recognised separately as part of property, plant and equipment is derecognised upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is derecognised;
- 2.3.6.** The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates;
- 2.3.7.** Property, plant and equipment which are not ready for intended use as on date of Balance Sheet are disclosed as “Capital work – in – progress”;
- 2.3.8.** Depreciation is provided on a pro-rata basis on the straight-line method for plant and machinery and for all other assets on written down value method (after retaining the estimated residual value upto 5%) based on estimated useful life prescribed under Schedule II to the Act;
- 2.3.9.** Components of the main asset that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment;
- 2.3.10.** Depreciation on spare parts specific to an item of property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment;
- 2.3.11.** The Company has chosen the carrying value of property, Plant and Equipment existing as per previous GAAP as on date of transition to Ind AS i.e 1 st April, 2016 as deemed cost.

2.4. Biological Assets

- 2.4.1.** Biological assets i.e. living animals or plants (other than bearer plants which are included in property, plant and equipment) are measured at fair value less cost to sell, with any change therein recognised in profit or loss.

2.5. Intangible Assets

- 2.5.1.** Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably;
- 2.5.2.** Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any;
- 2.5.3.** An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses);
- 2.5.4.** The estimated useful life is reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates;

2.5.5. Intangible assets are not ready for intended use as on date of Balance Sheet are disclosed as “Intangible assets under development”;

2.5.6. The intangible assets with a finite useful life are amortised using Written Down Value Method over their estimated useful lives. The Management’s estimate of the useful lives for various class of intangibles are given below:

Asset	Useful Life
Enterprise Resource Planning (ERP) Software	5 Years

2.6. Investment Property

2.6.1. Investment property is property (land or a building — or part of a building — or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any;

2.6.2. Any gain or loss on disposal of investment property calculated as the difference between the net proceeds from disposal and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss;

2.6.3. Depreciation on building is provided over its useful life using written down value method. These useful life determined are in line with the useful lives as prescribed in the Schedule II of the Act.

2.7. Non-currents assets held for sale

2.7.1. Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets;

2.7.2. Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell;

2.7.3. Non - current assets classified as held for sale are not depreciated or amortized from the date when they are classified as held for sale.

2.8. Leases

The Company assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- the Company has the right to direct the use of the asset.

2.8.1. As a Lessee

The right-of-use asset is a lessee’s right to use an asset over the life of a lease. At the date of commencement of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short-term leases and leases of low value assets. For these, the Company recognises the lease payments as an operating expense.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental

borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

2.8.2. As a Lessor

A lessor shall classify each of its leases as either an operating lease or a finance lease.

Finance leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Company shall recognise assets held under a finance lease in its balance sheet and present them as a receivable at an amount equal to the net investment in the lease.

Operating leases

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Company shall recognise lease payments from operating leases as income on straight line basis over the term of relevant lessee.

2.9. Impairment of Non-financial Assets

2.9.1. Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is the higher of the asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets;

2.9.2. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

2.10. Inventories

2.10.1. Inventories are valued at lower of cost and net realisable value. The cost of inventories, in case of inventories of raw material with specific identification is arrived on first in first out basis and for inventories of other items on weighted average basis;

2.10.2. Cost of raw materials and stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. The aforesaid items are valued at net realisable value if the finished products in which they are to be incorporated are expected to be sold at a loss;

2.10.3. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

2.11. Provisions and Contingent Liabilities

2.11.1. Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation;

2.11.2. The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any;

2.11.3. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost;

2.11.4. Contingent liabilities are possible obligations whose existence will only be confirmed by future events not

wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability;

2.11.5. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

2.12. Revenue Recognition

2.12.1. Sale of goods:

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods;

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch of goods, based on contracts with the customers. Export sales are recognized on the issuance of Bill of Lading / Airway bill by the carrier;

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract;

Revenue excludes taxes collected from customers on behalf of the government.

Contract Balances:

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

2.12.2. Rendering of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer.

Revenue from services is recognised over a time by measuring progress towards satisfaction of performance obligation for the services rendered.

Revenue excludes taxes collected from customers on behalf of the government.

2.12.3. Lease license fees are recognised on straight line basis over the terms of the lease;

2.12.4. Export incentives under various schemes notified by the Government have been recognised on the basis of applicable regulations, and when reasonable assurance to receive such revenue is established;

2.12.5. Revenue from the sale of Development rights is recognised in terms of agreement entered into by the Company with the Developer;

2.12.6. Interest income is recognized using the effective interest rate (EIR) method;

2.12.7. Dividend income on investments is recognised when the right to receive dividend is established;

2.12.8. Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection;

2.13. Employee Benefits

2.13.1. Short-term employee benefits

Short-term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered;

2.13.2. Post-employment benefits

The Company operates the following post – employment schemes: - Defined contribution plans such as provident fund and Family pension fund; and - Defined benefit plans such as gratuity.

Defined Contribution Plans:

Obligations for contributions to defined contribution plans such as provident fund are recognised as an expense in the Statement of Profit and Loss as the related service is rendered by the employee. The said benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions;

Defined Benefit Plans:

The Company's net obligation in respect of defined benefit plans such as gratuity is calculated by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets;

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of the economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan;

The current service cost of the defined benefit plan, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The net interest is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This net interest is included in employee benefit expense in the Statement of Profit and Loss;

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income;

2.13.3. Other long-term employee benefits

Liability towards other long term employee benefits - leave encashment are determined on actuarial valuation by qualified actuary by using Projected Unit Credit method; The current service cost of other long term employee benefits, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss. Re-measurements are recognised in the Statement of Profit and Loss.

2.14. Borrowing costs

2.14.1. Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs;

2.14.2. Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss. Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

2.15. Foreign Currency Transactions

2.15.1. Monetary items:

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition;

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date;

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

2.15.2. Non - Monetary items:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.16. Government Grants

2.16.1. Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with;

2.16.2. When the grant relates to an expense item, it is recognized in Statement of Profit and Loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed;

2.16.3. Government grants relating to Property, Plant and Equipment are presented as deferred income and are credited to the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset;

2.16.4. Export incentives under various schemes notified by the Government have been recognised on the basis of applicable regulations, and when reasonable assurance to receive such revenue is established.

2.17. Fair Value Measurement

2.17.1. The Company measures certain financial instruments at fair value at each reporting date;

2.17.2. Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities;

2.17.3. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk;

2.17.4. The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out;

2.17.5. While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities;
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- **Level 3:** inputs for the assets or liability that are not based on observable market data (unobservable inputs);

2.17.6. When quoted price in active market for an instrument is available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis;

2.17.7. If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction;

2.17.8. The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

2.18. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

2.18.1. Financial Assets

I. Initial recognition and measurement

The Company recognises financial assets when it becomes a party to the contractual provisions of the instrument.

All financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivables that do not contain a significant financing component or for which the Company has applied practical expedient are initially measured at the transaction price determined under Ind AS 115.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit and loss, are added to the fair value on initial recognition. Financial assets are classified at the initial recognition as financial assets measured at fair value or as financial assets measured at amortised cost.

II. Subsequent measurement

Financial assets are subsequently classified as measured at

- a) amortised cost;
- b) fair value through profit and loss (FVTPL);
- c) fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

a) Measured at amortised cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

b) Measured at fair value through other comprehensive income.

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses,

if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

For equity instruments, the Company may make an irrevocable election (on initial recognition) to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

c) Measured at fair value through profit or loss

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

III. Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset and the transfer qualifies for derecognition under Ind AS 109.

IV. Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets measured at amortised cost and debt instrument measured at FVOCI.

Loss allowance on receivable from customer are measured following the 'simplified approach' at an amount equal to life time ECL at each reporting date. In respect of other financial assets, the loss allowance is measured at 12 months ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

2.18.2. Financial Liabilities

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss;

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires;

2.18.3. Financial guarantees

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt instrument.

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs

that are directly attributable to the issuance of the guarantee.

Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognised less cumulative amortisation;

2.18.4. Derivative financial instruments:

The Company uses derivative financial instruments to manage the exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with the

changes being recognised in the Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

2.18.5. Embedded derivatives:

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the classification requirements contained in Ind AS 109 are applied to the entire hybrid contract.

Derivatives embedded in all other host contracts, including financial liabilities are accounted for as separate derivatives and recorded at fair value, if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at FVTPL.

These embedded derivatives are measured at fair value with changes in fair value recognised in Statement of Profit and Loss, unless designated as effective hedging instruments.

Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows.

2.18.6. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously;

2.19. Taxes on Income

2.19.1. Current Tax

Income-tax Assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period;

Current Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

2.19.2. Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date;

Deferred tax liabilities are recognised for all taxable temporary differences;

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised;

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered;

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date;

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity;

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.20. Segment reporting

2.20.1. The Company identifies operating segments based on the dominant source, nature of risks and returns and the internal organisation. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director (who is the Company's chief operating decision maker) in deciding how to allocate resources and in assessing performance;

2.20.2. The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is

accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

2.21. Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period;

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

2.22. Cash and Cash equivalents

Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risk of changes in value;

For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque and draft on hand net off of outstanding bank overdrafts as they are considered an integral part of the Company's cash management. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

2.23. Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.24. Dividend

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

3. RECENT PRONOUNCEMENTS:

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into following amendments in the existing Accounting Standards which are applicable from April 1, 2023.

- Ind AS 101 - First time adoption of Ind AS - modification relating to recognition of
- deferred tax asset by a first-time adopter associated with (a) right to use assets and
- related liabilities and (b) decommissioning, restoration and similar liabilities and
- corresponding amounts recognised as cost of the related assets.
- Ind AS 102 - Share-based Payment - modification relating to adjustment after vesting
- date to the fair value of equity instruments granted.

- Ind AS 103 – Business Combination – modification relating to disclosures to be made in the first financial statements following a business combination.
- Ind AS 107 – Financial Instruments Disclosures – modification relating to disclosure of material accounting policies including information about basis of measurement of financial instruments.
- Ind AS 109 – Financial Instruments – modification relating to reassessment of embedded derivatives.
- Ind AS 1 – Presentation of Financials Statements – modification relating to disclosure of ‘material accounting policy information’ in place of ‘significant accounting policies’.
- Ind AS 8 – Accounting Policies, Change in Accounting Estimates and Errors – modification of definition of ‘accounting estimate’ and application of changes in accounting estimates.
- Ind AS 12 – Income Taxes – modification relating to recognition of deferred tax liabilities and deferred tax assets.
- Ind AS 34 – Interim Financial Reporting – modification in interim financial reporting relating to disclosure of ‘material accounting policy information’ in place of ‘significant accounting policies’.
- The Company is evaluating the amendments and the expected impact, if any, on the Company’s financial statements on application of the amendments for annual reporting periods beginning on or after 1 April 2023.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ` lakhs, unless otherwise stated)

4. Property, plant and equipment (Refer note 1)

Particulars	Free-hold Land	Freehold Land - under development	Buildings	Plant & Equipment (Refer note 2)	Furniture & Fixtures (Refer note 2)	Vehicles	Office Equipments	Total
Gross Carrying Value (At Cost)								
Balance as at 1st April , 2021	491.02	0.93	3,541.98	5,695.26	33.28	122.83	173.23	10,058.51
Additions / adjustments	-	-	3,851.34	428.19	3.35	97.24	28.25	4,408.37
Disposals / adjustments	-	-	-	-	-	8.32	-	8.32
Balance as at 31st March, 2022	491.02	0.93	7,393.32	6,123.45	36.63	211.75	201.48	14,458.56
Balance as at 1st April , 2022	491.02	0.93	7,393.32	6,123.45	36.63	211.75	201.48	14,458.56
Additions / adjustments	-	-	-	667.79	-	62.11	34.96	764.86
Disposals / adjustments	--	-	-	8.85	-	29.90	-	38.76
Balance as at 31st March, 2023	491.02	0.93	7,393.32	6,782.39	36.63	243.95	236.45	15,184.67
Accumulated Depreciation								
Balance as at 1st April , 2021	-	-	1,326.77	3,922.80	18.24	70.46	94.08	5,432.35
Depreciation for the year	-	-	238.62	444.99	2.40	22.54	17.70	726.25
Disposals / adjustments	-	-	-	-	-	7.90	-	7.90
Balance as at 31st March, 2022	-	-	1,565.39	4,367.79	20.64	85.10	111.78	6,150.70
Balance as at 1st April , 2022	-	-	1,565.39	4,367.79	20.64	85.10	111.78	6,150.70
Depreciation for the year	-	-	365.19	253.30	2.87	42.05	26.73	690.15
Disposals / adjustments	-	-	-	8.55	-	25.53	-	34.08
Balance as at 31st March, 2023	-	-	1,930.58	4,612.54	23.51	101.62	138.51	6,806.77
Net Carrying Value								
Balance as at 31st March, 2022	491.02	0.93	5,827.92	1,755.66	15.99	126.64	89.70	8,307.83
Balance as at 31st March, 2023	491.02	0.93	5,462.73	2,169.85	13.11	142.32	97.93	8,377.90

Notes:

- Property plant and equipment pledged as securities for borrowing as detailed in note no 25.
- These include assets which are given on operating leases, the details thereof are included in note no.49.B
- In respect of Freehold Land of Dhamni Unit amounting to ₹ 31.80 lacs included in the above, the original title documents deposited with one of the Bank for creation of Mortgage and later reported by bank as untraceable and informed the Company that FIR and Newspaper publication have been completed for the same.
- The Company has not re-valued any of its Property, Plant & Equipment (including Right to use assets) and intangible assets during the year.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

5. Right of use assets

Particulars	Land	Vehicle	Computer Hardware	Total
Gross Carrying Value (At Cost)				
Balance as at 1st April , 2021	35.78	121.41	69.62	226.80
Additions / adjustments	76.92	-	-	76.92
Disposals / adjustments	-	-	-	-
Balance as at 31st March, 2022	112.70	121.41	69.62	303.72
Balance as at 1st April , 2022	112.70	121.41	69.62	303.72
Additions / adjustments				
Disposals / adjustments				
Balance as at 31st March, 2023	112.70	121.41	69.62	303.72
Accumulated Depreciation				
Balance as at 1st April , 2021	35.78	107.50	15.08	158.36
Depreciation for the year	15.38	12.91	13.92	42.21
Disposals / adjustments	-	-	-	-
Balance as at 31st March, 2022	51.16	120.41	29.00	200.57
Balance as at 1st April , 2022	51.16	120.41	29.00	200.57
Depreciation for the year	13.92	0.99	17.71	32.63
Disposals / adjustments	-	-	-	-
Balance as at 31st March, 2023	65.08	121.40	46.72	233.20
Net Carrying Value				
Balance as at 31st March, 2022	61.54	1.00	40.61	103.14
Balance as at 31st March, 2023	47.61	0.00	22.90	70.52

These include assets which are taken lease, the details thereof are included in note no.49 A

6. Capital work in progress

Particulars	Amount
31st March 2022	544.95
31st March 2023	567.38

For Capital-work-in progress, following is the ageing schedule :

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023 :					
Projects in progress	22.43	-	-	544.95	567.38
Total	22.43	-	-	544.95	567.38
As at March 31, 2022 :					
Projects in progress	-	-	-	544.95	544.95
Total	-	-	-	-	544.95

For Capital Work in Progress completion schedule, whose completion is overdue or has exceeded its cost compared to its original plan: None (31st March, 2022: None)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

7. Investment Property

Particulars	Freehold Land	Buildings (refer note 1)	Total
Gross Carrying Value (At Cost)			
Balance as at 1st April , 2021	553.98	3,743.05	4,297.03
Additions / adjustments	-	-	-
Disposals / adjustments	-	-	-
Balance as at 31st March, 2022	553.98	3,743.05	4,297.03
Balance as at 1st April , 2022	553.98	3,743.05	4,297.03
Additions / adjustments	-	-	-
Disposals / adjustments	-	-	-
Balance as at 31st March, 2023	553.98	3,743.05	4,297.03
Accumulated Depreciation			
Balance as at 1st April , 2021	-	828.81	828.81
Depreciation for the year	-	141.22	141.22
Disposals	-	-	-
Balance as at 31st March, 2022	-	970.03	970.03
Balance as at 1st April , 2022	-	970.03	970.03
Depreciation for the year	-	132.63	132.63
Disposals	-	-	-
Balance as at 31st March, 2023	-	1,102.66	1,102.66
Net Carrying Value			
Balance as at 31st March, 2022	553.98	2,773.02	3,327.00
Balance as at 31st March, 2023	553.98	2,640.39	3,194.37

Notes:

- These include assets which are given on operating leases, the details thereof are included in note no.49.B

Fair value

Particulars	Freehold Land	Buildings
As at 31st March, 2022	8,979.07	26,589.02
As at 31st March, 2023	9,115.06	26,589.02

The fair values of the investment property are categorised as level 2 in the fair valuation hierarchy and has been determined by external, independent property valuers/ Ready Reckoner rate as per local government authority.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Information regarding Income and Expenditure of Investment Property

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Rental Income derived from Investment Property	2,772.94	2,746.09
Less: Direct operating expenses (including repairs and maintenance) generating rental income	192.85	194.35
Direct operating expenses (including repairs and maintenance) not generating rental income	-	-
Income arising from investment property before depreciation	2,580.09	2,551.74
Less: Depreciation	132.63	141.22
Income from Investment property (Net)	2,447.46	2,410.52

8. Intangible Assets

Particulars	Enterprise Resource Planning (ERP) software	Floor Space Index
Gross Carrying Value (At Cost)		
Balance as at 1st April , 2021	7.45	-
Additions / adjustments	13.98	354.31
Disposals / adjustments	-	
Balance as at 31st March, 2022	21.43	354.31
Balance as at 1st April, 2022	21.43	354.31
Additions / adjustments	50.02	-
Disposals / adjustments		
Balance as at 31st March, 2023	71.45	354.31
Accumulated Depreciation		
Balance as at 1st April , 2021	1.46	-
Depreciation for the year	3.71	-
Disposals / adjustments		
Balance as at 31st March, 2022	5.17	-
Balance as at 1st April , 2022	5.17	-
Depreciation for the year	13.90	
Disposals / adjustments		
Balance as at 31st March, 2023	19.07	-
Net Carrying Value		
Balance as at 31st March, 2022	16.26	354.31
Balance as at 31st March, 2023	52.38	354.30

9. Intangible Assets under Development

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	ERP Software under Development
Balance as at 1st April , 2021	104.01
Additions / adjustments	-
Disposals / adjustments	13.98
Balance as at 31st March, 2022	90.02
Balance as at 1st April , 2022	90.02
Additions / adjustments	20.00
Disposals / adjustments	50.02
Balance as at 31st March, 2023	60.00

For Intangible Assets Under Development, following is the ageing schedule :

Intangible Assets Under Development	Amount in Intangible Assets Under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023 :					
Projects in progress	20.00			40.00	60.00
Total	20.00	-	-	40.00	60.00
As at March 31, 2022 :					
Projects in progress	-	-	90.02	-	90.02
Total	-	-	90.02	-	90.02

For Intangible assets under development completion schedule, whose completion is overdue or has exceeded its cost compared to its original plan: None (31st March, 2022: None)

10. Biological assets other than bearer plants

Particulars	Live stock
Gross Carrying Value (At Cost)	
Balance as at 1st April , 2021	8.70
Additions / adjustments	
Disposals / adjustments	
Balance as at 31st March, 2022	8.70
Balance as at 1st April , 2022	8.70
Additions / adjustments	
Disposals / adjustments	
Balance as at 31st March, 2023	8.70
Net Carrying Value	
Balance as at 31st March, 2022	8.70
Balance as at 31st March, 2023	8.70

Fair values of the Biological assets are categorised as level 3 in the fair valuation hierarchy and the same has been determined by the management after considering the relevant factors.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

11. Investments

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Unquoted		
Investment in equity instrument (fully paid up)		
At Fair value through other comprehensive income (FVOCI)		
- 90 (31 st March, 2022: 90) shares of The New Piece Goods Bazar Company Limited	0.28	0.28
Total	0.28	0.28
Aggregate amount of Unquoted Investment	0.28	0.28
Aggregate amount of Impairment in the value of investment	-	-

12. Loans

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At amortised Cost		
Other Loans		
- Inter Corporate (Refer Note 51.C.c. ii)	9,320.58	9,445.58
Total	9,320.58	9,445.58

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Sub - classification of Loans		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	-	-
Loans which have significant increase In credit risk	9,320.58	9,445.58
Loans - credit impaired	-	-
Total	9,320.58	9,445.58
Less : Loss Allowances	(447.27)	(397.12)
Total	8,873.31	9,048.46

The Company has not given any loans or advances in nature of loans to key managerial persons, directors, promoters or related parties either severally or jointly with any other person.

No loans are due from directors or other officers of the Company either severally or jointly with any other person. Further, no loans are due from firms or private companies respectively in which any director is a partner, a director or a member

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

13. Other financial assets - Non current

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Security Deposits	109.12	109.10
Fixed deposit with bank with remaining maturity more than 12 months		
Held as Margin money	357.01	354.92
Accrued Income	133.14	239.65
Due from a developer (Refer Note 13.1)	46,114.17	57,354.44
Total	46,713.44	58,058.11

13.1 a. In terms of the Development Agreement (DA) entered into in an earlier year granting rights to develop part of the Freehold land at Dadar a Commercial Tower is developed and with further agreements / understandings between the Company and the Developer, any cost of construction incurred by the Company and such further costs (including interest on borrowings for the said construction) that may be incurred by the Company for the development of the above referred to area is to be reimbursed by the Developer. Accordingly, the cost incurred by the Company upto 31st March, 2023 for the construction (net of amounts received from the developer in terms of the DA) amounting to ₹ 46,114.17 lakhs (31st March, 2022 ₹ 57,354.44 lakhs) is shown as “Due from developer” under Note 13 and ₹ 7,478.32 lakhs (31st March, 2022 ₹ 6,179.52 lakhs) is shown as “Due from developer” under Note 21;

b. The Company had paid the cost of construction for the area retained. Upon receipt of Occupation Certificate in January 2022, the Company has capitalised the Cost amounting to ₹ 3,851.34 lakhs for such area in the said year ended 31st March 2022

c. The proportionate carrying cost of 12,204 square meters of land is ₹ 0.93 lakhs as on 31st March, 2023 (31st March, 2022 ₹ 0.93 lakhs), in respect of which the Development Rights are granted, is included under “Freehold Land (under development)” under “Property, plant and equipments” in Note 4

d. Further, the consideration for the Grant of the Development Rights is based on the specified percentage of the revenue received by the Developer (in terms of the DA), irrespective of the completion of construction / handing over the possession of the said constructed area to the Purchasers / Licensees and reflected as “Grant of Development Rights” in the Statement of Profit and Loss. The DA does not contemplate a transfer or an intention to transfer the ownership or possession of the said land at present and the same continues to remain with the Company.

Post obtaining the full OC for this Tower, the Company would be able to recover the entire amount in next 2 to 3 years based on further monetizing of unsold inventories of the Tower which has full OC. The value of unsold inventories of Tower is double the amount due from Developer, which shall enable the Company to recover dues at all the times.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

14. Non current Tax Assets (Net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Taxes paid in advance - (net of provision for tax)	477.90	307.98
Total	477.90	307.98

While making the provision for Current tax, the Company has relied on the opinion of an expert for the tax treatment of gains earned for the Grant of development rights and availability of certain tax benefits in respect of the capital expenditure incurred on shifting of the industrial undertaking, as per the provision of the Income Tax Act, 1961.

15. Other non current assets

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Unsecured, considered good		
Deposits	11.99	11.99
Capital advances	149.81	145.60
Prepaid Expenses	4.54	9.63
Advance to gratuity trust (Refer note 47)	48.69	111.07
Total	215.03	278.29

16. Inventories

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Raw Materials	328.17	357.88
Work-in-Progress	3,523.16	2,674.27
Finished Goods	778.92	179.97
Fuel	35.08	23.76
Stores and Spares	461.22	384.33
Others	2.22	8.49
Total	5,128.77	3,628.70

16.1 For accounting policy on inventories Refer note 2.10;

16.2 Inventories hypothecated as security for bank borrowings - Refer note 25 and 31;

16.3 The cost of inventories recognised as an expense includes NIL (March 31, 2022 ₹ 5.56 Lakhs) in respect of adjustment of inventories to net realisable value/slow moving.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

17. Investments

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
UnQuoted		
Investment at Fair Value through profit and loss (FVTPL)		
Investment in Mutual Fund	-	0.55
Total	-	0.55
Aggregate value of unquoted investments	-	0.55
Aggregate amount of Impairment in the value of investment	-	-

18. Trade receivables

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Trade receivable considered good - Unsecured	2,474.86	1,765.33
Trade receivable which have significant increase in credit risk	11.39	11.39
Trade Receivables Credit impaired	-	-
	2,486.25	1,776.72
less: Allowances for expected credit loss	(63.43)	(39.97)
Total	2,422.82	1,736.75

Particular	Outstanding for following periods from due date of payment FY 2022-23						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	2061.53	165.59	195.78	12.42	44.27	6.66	2,486.25
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Less : Allowances for expected credit loss	-	(16.14)	(7.32)	(10.98)	(28.99)	-	(63.43)
Total	2,061.53	149.45	188.46	1.44	15.28	6.66	2,422.82

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particular	Outstanding for following periods from due date of payment FY 2021-22						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1394.39	258.09	56.27	38.09	27.43	2.44	1,776.71
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Less : Allowances for expected credit loss	-	(10.48)	(0.50)	(3.30)	(25.69)	-	(39.97)
Total	1,394.39	247.61	55.77	34.79	1.74		1,736.75

- 18.1 There are no unbilled receivables as at 31st March, 2023 and 31st March, 2022
- 18.2 The credit period for trade receivable for textile related is 21 days and for garment related ranges from 60 days to 120 days;
- 18.3 Company is in the process of reconciling balances of some parties. The Company believes that on completion of the said process, there would be no material adjustments necessary in the accounts.
- 18.4 Before accepting any new customer, the Company has appropriate levels of control procedures which ensure the potential customer's credit quality. Credit limits scoring attributed to customers are reviewed periodically by the Management;
- 18.5 No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further, no trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- 18.6 Trade receivables hypothecated as security for bank borrowings - Refer note 25 and 31
- 18.7 Movement in the expected credit loss allowance

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	28.58	28.08
Add: Provision during the year	34.85	0.50
Less: Reversal during the year		-
Balance at the end of the year	63.43	28.58

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

19. Cash and cash equivalents

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Balance with Banks	8,090.27	335.71
- In current account	39.02	32.05
- In cash credit account	1,393.11	303.66
- Deposits with original maturity of less than three months	6,658.13	
Cash on hand	5.14	2.32
Total	8,095.40	338.03

20. Bank balances other than cash and cash equivalents

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Balances with Banks		
Earmarked balances with banks		
Unpaid dividend	6.21	5.3
Other Bank Balances		
Fixed deposits with banks with remaining maturity of more than three but less than twelve months		
- Held as Margin money	367.30	303.96
- Held under the contract	-	350.94
	367.30	654.90
Total	373.51	660.20

21. Other financial assets - Current

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Unsecured, Considered good		
Due from developer (Refer note 13.1)	7,478.32	6,179.52
Accrued Income	106.52	65.53
Interest receivable on security / fixed deposits	40.10	15.29
Deposit with Schedule Bank (Refer note 35.1)	2,250.00	2,250.00
Receivable against sale of Capital Assets	40.00	50.00
Subtotal (A)	9,914.94	8,560.34
Subsidy Receivables*		
Capital subsidy receivable under TUFS	29.47	29.47
Interest subsidy receivable under TUFS	413.32	413.32
Foreign exchange subsidy receivable	311.08	311.08
Less: Loss Allowance	(56.54)	(56.54)
Subtotal (B)	697.33	697.33
Total (A + B)	10,612.28	9,257.67

* The amounts are receivable from the government authorities on completion of formalities.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

22. Other current assets

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured, Considered good		
Advances other than capital advances		
Advances to Suppliers	236.50	215.39
Insurance Claim receivable	153.60	223.04
Others	126.62	108.79
Total	516.72	547.22

23. Equity Share Capital

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Authorised :		
3,50,00,000 (31 st March,2022: 2,00,00,000) equity shares of ₹ 5 par value	1,750.00	1,000.00
	1,750.00	1,000.00
Issued, Subscribed and Paid up :		
3,34,40,000 (31 st March,2022: 1,67,20,000) Equity Shares of ₹ 5 par value fully paid	1,672.00	836.00
Total	1,672.00	836.00

23.1 Reconciliation of number of shares:

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number of shares	Amount	Number of shares	Amount
Equity Shares:				
Balance as at the beginning of the year	1,67,20,000	836.00	1,67,20,000	836.00
Changes during the year	1,67,20,000	836.00	-	-
Balance as at the end of the year	3,34,40,000	1,672.00	1,67,20,000	836.00

23.2 Rights, preferences and restrictions attached to shares

- i. The Company has only one class of shares referred to as equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- ii. The Company declares and pays dividend in Indian Rupees. The final dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

23.3 Issue of Bonus Shares :

The Company has allotted the bonus shares at 1:1 ratio in its Board Meeting held on 23 September 2022. Accordingly, the number of shares increased from 1,67,20,000 to 3,34,40,000. The paid-up capital on account of Bonus issue of ₹ 8.36 Crore has been appropriated from Securities Premium Account

23.4 Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company :

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number of shares	% Held	Number of shares	% Held
Name of the Shareholder				
Manubhai and Sons Investment Company Private Limited	47,77,800	14.29	23,88,900	14.29
Hiren Brothers Investment Company Private Limited	47,77,800	14.29	23,88,900	14.29
M C Shah and Sons Investment Company Private Limited	47,76,680	14.28	23,88,340	14.28
Smt Aruna Manharlal Shah	26,55,440	7.94	13,27,720	7.94

23.5 Shareholding of Promoters as at 31st March, 2023

Name	Number of Shares	% of Total Shares	% Change During theyear*
Viraj Manharhal Shah	13,54,640	4.05	50.00
Aruna Manharlal Shah	26,55,440	7.94	50.00
Hiren Manharlal Shah	9,80,600	2.93	50.00
Bharat Manharlal Shah	15,62,000	4.67	50.00
Hiren Brother Investment Company Private Limited	47,77,800	14.29	50.00
Manubhai and Sons Investment Company Private Limited	47,77,800	14.29	50.00
M C Shah and Sons Investment Company Private Limited	47,76,680	14.28	50.00
Hiren Manharlal HUF	4,70,400	1.41	50.00
Viraj Manharhal HUF	4,70,400	1.41	50.00
Bharat Manharlal HUF	4,56,400	1.36	50.00
Dipti Viraj Shah	3,94,000	1.18	50.00
Asha Yogesh Mehta**	5,000	0.01	58.00
Purav Hiren Shah	7,69,016	2.30	50.00
Aabha Bharat Shah	3,46,000	1.03	50.00
Jayshree Hiren Shah	6,25,240	1.87	50.00
Rishabh Viraj Shah	6,26,224	1.87	50.00
Total	2,50,47,640	74.89	

*On account of issue of bonus shares

**Purchase of additional 800 shares during the year

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

Shareholding of Promoters as at 31st March, 2022

Name	Number of Shares	% of Total Shares	% Change During the year
Viraj Manharhal Shah	6,77,320	4.05	22.85
Aruna Manharlal Shah	13,27,720	7.94	-
Hiren Manharlal Shah	4,90,300	2.93	34.59
Bharat Manharlal Shah	7,81,000	4.67	19.24
Hiren Brother Investment Company Private Limited	23,88,900	14.29	-
Manubhai and Sons Investment Company Private Limited	23,88,900	14.29	-
M C Shah and Sons Investment Company Private Limited	23,88,340	14.28	-
Hiren Manharlal HUF	2,35,200	1.41	-
Viraj Manharhal HUF	2,35,200	1.41	-
Bharat Manharlal HUF	2,28,200	1.36	-
Dipti Viraj Shah	1,97,000	1.18	-
Asha Yogesh Mehta	2,100	0.01	-
Purav Hiren Shah	3,84,508	2.30	-
Aabha Bharat Shah	1,73,000	1.03	-
Jayshree Hiren Shah	3,12,620	1.87	-
Rishabh Viraj Shah	3,13,112	1.87	-
Total	1,25,23,420	74.89	

24. Other equity

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Securities Premium	859.20	1,695.20
General Reserve	30,039.35	30,039.35
Retained Earnings	23,396.24	20,367.82
Total	54,294.79	52,102.37

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Movement in other equity

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Securities Premium		
Balance at the beginning of the year	1,695.20	1,695.20
Less : Capitalised for Issue of Bonus Shares	836.00	-
Balance at the end of the year	859.20	1,695.20
General Reserve		
Balance at the beginning of the year	30,039.35	30,039.35
Balance at the end of the year	30,039.35	30,039.35
Retained Earnings		
Balance at the beginning of the year	20,367.82	17,361.69
Add : Profit for the year as per Statement of Profit and Loss	3,522.61	3,104.67
Add: Remeasurement of defined employee benefit plans	7.41	26.86
Less: Dividend Paid	(501.60)	(125.40)
Balance at the end of the year	23,396.24	20,367.82
Total other equity	54,294.79	52,102.37

24.1 Nature and Purpose of reserves
i. Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act;

ii. General Reserve

The general reserve represents amounts appropriated out of retained earnings and are available for distribution to shareholders.

iii. Retained Earnings

Retained Earnings represents surplus / accumulated earnings of the company and are available for distribution to shareholders.

24.2 Dividend on equity shares :

Dividend paid during the year ended 31st March, 2023 amounting to ₹ 501.60 Lacs (₹ 3 per equity share) towards final dividend for the year ended 31st March, 2022 as disclosed above.

The Board of Directors of the Company in their meeting on 30th May, 2023 recommended final Dividend of ₹ 1.25 per equity share for the year ended 31st March, 2023. This payment is subject to the approval of shareholders in the Annual general Meeting of the Company and if approved would result in net cash outflow of ₹ 418.00 lakhs

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

25. Borrowings - Non - current			
Particulars		As at 31st March, 2023	As at 31st March, 2022
At amortised cost			
Secured			
Term Loans			
- From Banks		3,904.24	4,408.50
- From other parties		16,081.49	17,354.12
Unsecured			
Inter corporate deposits			
- From Related parties		-	-
- From others		759.99	759.99
Total		20,745.72	22,522.61
Sr. No.	Nature of Security	As at 31st March, 2023	As at 31st March, 2022
I.	Term loans from banks:		
i	Term Loan from IndusInd Bank of ₹ 1,000.00 lakhs repayable in 84 monthly instalments starting from the date of first disbursement i.e. commencing from June 2021 is secured by :	743.85	885.24
a	Registered mortgage of premises on 9th Floor, Wing A, Ruby House, J K Sawant marg, Dadar (West), Mumbai 400028, Maharashtra.		
b	Personal guarantee of two promoter directors of the Company.		
II.	Term Loan From Other Parties:		
ia	Loan from Daimler Financial Services India Private Limited of ₹ 82.49 lakhs is repayable in 60 equal monthly instalment commencing from 02nd February, 2022, secured against hypothecation of specified vehicle.	65.68	80.17
ii	LRD Loan from HDFC Limited of ₹ 25,000.00 lakhs sanctioned and ₹ 23,000.00 lakhs availed is repayable in 144 monthly instalments to be commenced from January , 2017 secured by:	17,522.67	18,844.09
a	First exclusive charge through registered mortgage on the leased premises of 1,82,348 sq.ft. with respective lessee of the 4th, 7th, 9th, 18th Floors, North East Wing and entire 14th to 16th Floors aggregating to 1,82,348 sq. ft. area of the building "The Ruby" at 29 Senapati Bapat Marg, Dadar (W),Mumbai 400028, Maharashtra - Refer Note 12.1 (e)		
b	Assignment of Receivables from the Leave & License of above mentioned commercial property through an Escrow account.		
c	Personal guarantee of two promoter directors of the Company.		
d	Corporate Guarantee of the Developer.		

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Nature of Security	As at 31 st March, 2023	As at 31 st March, 2022
I.	Term loans from banks:		
iii	LRD DLOD Loan from Indusind Bank Limited of ₹ 3,000.00 lakhs sanctioned and ₹ 3,000.00 lakhs availed under Loan Against Commercial Property is repayable in 144 monthly instalments to be commenced from January, 2019 secured by:	2179.06	2,399.59
a	Collateral Exclusive charge through registered mortgage on commercial property : on 6th floor, south wing, along with 9 car parking at building known as "The Ruby", 29 Senapati Bapat Marg, Dadar (W), Mumbai 400028, Maharashtra		
b	ESCROW of Rent from M/s. Ernst & Young Services Pvt. Ltd (6th floor)		
c	Assignment of Receivables from the Leave & License of above mentioned commercial property through an Escrow account.		
d	Personal guarantee of two promoter directors of the Company.		
e	Corporate Guarantee of the Developer.		
iv	LRD DLOD Loan from Indusind Bank Limited of ₹ 1,558.00 lakhs sanctioned and ₹ 1,558 lakhs availed under Loan Against Property commercial is repayable in 156 monthly instalments to be commenced from June, 2019 secured by:	1,378.92	1,442.19
a	Collateral Exclusive charge through registered mortgage on commercial property : on 5th floor, North East wing, along with 5 car parking at building known as "The Ruby", 29 Senapati Bapat Marg, Dadar (W), Mumbai 400028, Maharashtra		
b	ESCROW of Rent from M/s. Ernst & Young Services Pvt. Ltd (5th Floor)		
c	Assignment of Receivables from the Leave & License of above mentioned commercial property through an Escrow account.		
d	Personal guarantee of two promoter directors of the Company.		
e	Corporate Guarantee of the Developer.		
v	WCDL Loan from Bank of India of ₹ 62.50 lakhs sanctioned and ₹ 62.50 lakhs availed as demand loan under "COVID Emergency Support Scheme 2020 CESS - 2020, repayable in 18 monthly structured instalments after initial principal moratorium of six months commencing from May 2021.	-	31.00
a	Primary secure by extension of charge over current assets viz stocks and book debts of the company		
b	Collateral by way of extension of charge on existing collateral security		
c	Personal guarantee of two promoter directors of the Company.		

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Nature of Security	As at 31 st March, 2023	As at 31 st March, 2022
I.	Term loans from banks:		
vi	WCTL Loan from Bank of India of ₹ 189.00 lakhs sanctioned and ₹ 189.00 lakhs availed as working capital term loan under "Guaranteed Emergency Credit Line, GECL, repayable in 36 monthly structured instalments after initial principal moratorium of twelve months commencing from November 2021.	106.84	165.18
a	Primary secure by extension of charge on second paripassu basis over current assets vis stock and book debts of the company.		
b	Collateral by way of extension of charge on second paripassu basis over existing collateral security		
c	100% guarantee cover of additional limit under "Emergency Credit line guarantee scheme" (ECLGS) of NCGTC is to be obtained.		
	Total of (I)+(II)	21997.02	23,847.46
	Less: Current maturities of long term debt	2011.30	2,084.85
		19,985.72	21,762.61
III.	Terms of Repayment of unsecured borrowings		
	Loans and advances from Related Parties		-
	Inter corporate deposits		
	Terms of Repayment :		
	Long term loans from unrelated parties are repayable after 31 st March, 2024 and loans which are short term in nature are repayable on demand.		
	- From Related parties		
	- From Others	759.99	759.99

Fund raised by the Company were spent for the purpose for which they were obtained.

26. Lease Liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Lease liabilities (Refer Note 49)	50.01	83.39
Total	50.01	83.39

27. Other financial liabilities - Non Current

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Trade and Security Deposits	1,790.10	1,616.97
Total	1,790.10	1616.97

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

28. Provisions

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for Employee Benefits (Refer Note 47)		
- for Leave encashment	29.39	31.51
Total	29.39	31.51

29. Deferred tax liabilities (Net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred tax assets	237.62	268.31
Deferred tax liabilities	(288.96)	(271.27)
Net Deferred Tax Assets / (Liabilities)	(51.34)	(2.96)

Movement in deferred tax balances

Particulars	Net Balance as at 1st April, 2022	Rec- ognised in profit or loss	Rec- ognised in OCI	As at 31 st March, 2023		
				Net Balance	Deferred tax asset	deferred tax liability
Deferred tax assets / (liabilities)						
Property, plant and equipment, Capital work-in-progress and Asset held for sale	(78.92)	(79.48)		(158.39)	-	(158.39)
On account of Leases	2.21	0.40		2.63	2.63	-
Loans	99.96	17.12		117.08	117.08	-
Inventories	2.26	-		2.26	2.26	-
Investments	(0.01)	0.01		0.00	-	0.00
Trade and other receivables	(19.29)	18.00		(1.29)		(1.29)
Loans and borrowings	(173.04)	43.77		(129.27)	-	(129.27)
Employee benefits	12.96	(4.62)	2.49	10.83	10.83	-
Deferred income	150.89	(46.08)		104.81	104.81	-
Net deferred tax assets / (Liabilities)	(2.96)	(50.87)	2.49	(51.34)	237.63	(288.96)

29.1. Movement in deferred tax balances

Particulars	Net Balance as at 1st April, 2021	Rec- ognised in profit or loss	Rec- ognised in OCI	As at 31 st March, 2022		
				Net Bal- ance	Deferred tax asset	deferred tax liability
Deferred tax assets / (liabilities)						
Property, plant and equipment, Cap- ital work-in-progress and Asset held for sale	(124.76)	45.84		(78.92)	-	(78.92)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

On account of Leases	1.55	0.66		2.21	2.21	
Loans	115.91	(15.95)		99.96	99.96	
Inventories	2.62	(0.36)		2.26	2.26	
Investments	(0.78)	0.77		(0.01)	-	(0.01)
Trade and other receivables	11.20	(30.49)		(19.29)		(19.29)
Loans and borrowings	(247.26)	74.22		(173.04)	-	(173.04)
Employee benefits	13.62	(9.69)	9.03	12.96	12.96	
Deferred income	227.89	(76.99)		150.89	150.89	
Net deferred tax assets / (Liabilities)	(0.01)	(11.98)	9.03	(2.96)	268.31	(271.27)

30. Other non-current liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Government Grants	5.48	6.26
Advance from Customer	227.86	227.86
Total	233.34	234.12

31. Borrowings - Current

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Secured		
Loans repayable on demand		
From banks		
- Cash credit and overdraft facilities (Refer Note 31.1)	906.90	2,996.96
- Supplier Credit (Refer Note 31.1)	308.18	273.05
Current maturities of long term borrowings (Refer Note 25)		
- From Banks	504.44	514.71
- From other parties	1,506.86	1,570.14
Total	3,226.38	5,354.86

31.1 Cash Credit and Overdraft Facilities are secured as under :

- i. Bank of India - ₹ 6.72 lakhs (31st March, 2022 ₹ 2096.90 lakhs)
State Bank of India - ₹ 900.17 lakhs (31st March, 2022 ₹ 900.06 lakhs)
Bank of Baroda - Nil (31st March, 2022 : NIL)

Secured against

- a. First pari passu charge on entire Current Assets, both present and future, of the Company.
- b. Second pari passu charge on Land and Building and Plant and Machinery on Company's Assets at Dhamini and Kharsundi.
- c. Personal guarantee of two promoter directors of the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

- ii. Exclusive charge by way of Hypothecation of Machinery purchased by the Company.
 Registered Mortgage of 1st Floor, Ruby House, Near Plaza Cinema, J. K. Sawant Marg, Dadar (West), Mumbai 400028 owned by the Company
 Personal guarantee of two promoter directors of the Company.

31.2 Reconciliation of Quaterly return / statement filed with banks with books of accounts

Quarter ended	Name of Bank	Details of security provided	Amount as per Books	Amount reported in quarterly returns	Amount of Difference
Quarter 1-Inventories*	State Bank Of India , Bank of Baroda and Bank of India	As per Note 31.1	4938.06	4484.87	453.19
Quarter 1-Trade Receivables**			1714.81	1724.44	(9.63)
Quarter 2-Inventories*			5064.27	4692.81	371.46
Quarter 2-Trade Receivables**			2131.77	2173.25	(41.47)
Quarter 3-Inventories*			5267.55	5203.44	64.11
Quarter 3-Trade Receivables**			1719.39	1743.61	(24.22)
Quarter 4-Inventories*			5128.78	5151.41	(22.63)
Quarter 4-Trade Receivables**			2671.07	2681.71	(10.64)

* On account of difference in standard cost considered in quarterly returns and actual cost on absorption basis in books

** On account of reconciliation during the closure of period

32. Lease Liability

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Lease liabilities (Refer Note 49)	30.90	28.55
Total	30.90	28.55

33. Trade payables

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Total outstanding dues of micro enterprises and small Enterprises	76.55	110.6
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,426.35	2,516.49
Total	2,502.90	2,627.10

Particulars	Outstanding for following periods from due date of payment FY 2022-23					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	71.30	-	-	5.26	76.55
(ii) Other	455.48	1542.44	372.85	17.43	38.14	2426.34
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	455.48	1,613.74	372.85	17.43	43.40	2,502.89

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment FY 2021-22					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	104.77	1.99	2.11	1.74	110.61
(ii) Other	1,639.92	601.30	75.63	10.60	189.04	2,516.49
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,639.92	706.07	77.62	12.71	190.78	2,627.10

33.1 Trade payables are non - interest bearing and are normally settled within 45 - 60 days. Trade payables to MSME are settled within 45 days except in case of quality related issue.

33.2 Company is in the process of reconciling balances of some parties. The Company believes that on completion of the said process, there would be no material adjustments necessary in the accounts.

33.3 Micro and Small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been determined based on the information available with the Company and the required disclosure are given below:

33.4

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
a. Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act		
Principal	76.55	110.61
Interest	9.13	3.11
b. The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year		
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act		
d. The amount of interest accrued and remaining unpaid at the end of each accounting year	9.13	3.11
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	9.13	3.11

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

34. Other financial liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised Cost		
Interest accrued but not due	248.41	269.80
Unpaid Dividend*	6.21	5.29
Trade and security deposits.	2.50	2.50
Liabilities for Capital Expenses	115.84	21.41
Salaries, wages and other employee benefits payable	161.40	181.56
Others	404.57	120.33
Total	938.93	600.89

34.1* All amounts required to be transferred to the Investor Education and Protection Fund by the Company have been transferred within the time prescribed for the same.

34.2 Others include outstanding expenses and others.

35. Other current liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Advances from customers	209.36	376.35
Statutory liabilities	33.24	85.13
Deferred Government Grants	0.79	0.79
Advance against Sale of Property	10,100.00	10,100.00
Total	10,343.39	10,562.27

35.1 A Sum of ₹ 10,100.00 Lakhs is Advance against Sale of Property directly from a prospective buyer for proposed Sale of a premises on Freehold Land under “Buildings”. Out of the total consideration agreed, a substantial balance was receivable. Meanwhile, certain disputes and differences have arisen between the prospective buyer and their bankers on account of which the Company is indirectly affected. In the absence of payment of the balance consideration and inter alia with the accounts of the prospective buyer becoming a NPA with its bankers and the said advance becoming the subject matter of legal proceedings between the prospective buyer and their Bankers; , including proceedings before the Debts Recovery Tribunal, NCLT and also criminal proceedings. In the said recovery proceedings between the prospective buyer and it Bankers, the Company has unnecessary been involved.

SBI petition in NCLT was admitted and Resolution Professional (RP) was appointed. The Company placed facts in the correct prospective and filed the Intervening Application (IA) which is taken up for hearing wherein the Company offered ₹ 10,100 lakhs. During the hearing the RP produced Supreme Court order in certain proceedings between SBI and Axis Bank.

Thereupon advised the Company filed an Intervening Application in Supreme Court and further filed the Applications to hand over the fixed Deposit of ₹ 7,850 lakhs to the Registrar of Supreme Court, pending the dispute between the SBI and Axis bank.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

36. Provisions

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for Employee Benefits		
- for Leave encashment	13.63	10.86
Total	13.63	10.86

37. Current Tax Liabilities (Net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
- Provision for tax - (net of tax paid in advance)	192.28	-
Total	192.28	-

38. Revenue from Operations

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Revenue from contracts with customers (Refer Note 54)		
a) Sales of products		
Sale of Products - Manufactured goods		
Sale of Products	22,553.58	15,927.94
b) Other Operating Revenues		
Sale of Scrap	28.66	24.24
Total revenue from contracts with customers	22,582.24	15,952.18
License Fees and Other Amenities	2,772.94	2,746.09
Grant of development rights	578.22	1,196.98
Export Incentive	31.69	10.1
Total	3,382.85	3,953.17
Total Revenue from Operations	25,965.09	19,905.35

39. Other Income

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Interest Income from financial assets at amortised cost		
On bank deposits	147.13	17.42
On loans and advances	25.59	5.21
Other Interest	57.11	18.71

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Dividend income		
From non-current investment at FVOCI	-	0.45
Other non-operating Income		
Net gains on disposal of property, plant and equipment	51.47	1.68
Sundry credit balances and excess provisions written back	3.45	37.15
Sales tax refund	38.34	1.87
Miscellaneous income	1.62	0.79
Gain or loss on Financial Instruments		
Gain on sale of investments valued at FVTPL	171.87	0.75
Fair valuation/ Gain on investment in mutual funds	-	0.09
Total	496.59	84.12

39.1	Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
	Interest income on Fixed deposits created for the development of property directly charged to due from developer and upto FY 2021-22 based on debit note raised by developer are charged to CWIP (Building under construction)	44.23	57.98

40. Cost of Materials Consumed

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Inventories at the beginning of the year	357.88	392.70
Add : Purchases	10,571.86	6,331.70
Less : Sale of Raw Material	(177.12)	(49.49)
Less: Inventories at the end of the year	(328.17)	(357.88)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Total	10,424.46	6,317.03
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41. Changes in Inventories of finished goods and work-in-progress

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Inventories at the beginning of the year		
Finished Goods	179.97	346.22
Work in Progress	2,674.27	2,209.26
Others	8.49	7.12
(a)	2,862.73	2,562.60
Inventories at the end of the year		
Finished goods	778.92	179.97
Work in Progress	3,523.16	2,674.27
Others	2.22	8.49
(b)	4,304.31	2,862.73
Net (Increase)/Decrease in Inventories (a) -(b)	(1,441.58)	(300.13)

42. Employee Benefits Expense

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Salaries, wages and benefits	2,299.10	1,761.13
Contribution to provident and other funds	169.26	121.34
Staff welfare expenses	29.27	42.75
Total	2,497.63	1,925.22

43. Finance Costs

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Interest expense		
- Cash credit facilities / buyers' credit	116.69	155.29
- Term Loans - others	12.90	17.42
- Lease Liability	9.72	16.33
- Others	213.18	708.26
Other borrowing costs	60.52	68.30
Total	413.01	965.60

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

43.1	Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
	Finance cost on borrowing taken for the development of property directly charged to due from developer.	2,590.54	5,556.80

44. Depreciation and Amortisation expense

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Depreciation on Property , Plant and Equipment and Investment Property (Refer Note 4 and 7)	690.13	726.26
Depreciation on Investment property (Refer Note 7)	132.63	141.22
Depreciation on Right of use assets (Refer Note 5)	32.62	42.22
Amortisation of intangible assets (Refer Note 8)	13.90	3.71
Total	869.28	913.41

45. Other Expenses

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Consumption of Stores and spares, packing materials, etc	2,480.94	1,790.24
Power and fuel	3,943.11	2,697.95
Brokerage and commission	631.49	400.90
Rent	3.51	4.30
Repairs and Maintenance		
Building	287.26	158.79
Machinery	94.25	137.86
Others	0.02	96.32
Insurance	89.99	104.39
Rates and taxes	175.24	151.81
Director sitting fees	33.80	14.48
Loss on foreign currency transactions and translations (Net)	2.73	0.87
Auditors Remuneration		
Audit fees	10.00	10.00
Other Services	5.10	5.10
Corporate Social Responsibility (Refer Note 55)	57.73	48.39
Labour contractor charges	505.71	271.92
Discount on sales	0.45	-
Freight and Forwarding	212.93	123.03
Travelling and conveyance	141.56	104.29
Legal and professional fees	339.79	190.45
Donations	0.90	0.30

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Insurance Claim Receivable written off	69.44	-
Bad Debts	-	5.69
Provision for Doubtful Debts (includes expected credit loss on trade receivables)	23.46	10.98
Loss Allowance on loan and others	50.15	18.85
Miscellaneous Expenses	168.87	135.84
Total	9,328.43	6,482.75

46. Tax Expense and deferred tax Assets (Net)
A. Amounts recognised in Statement of Profit and Loss

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Current tax expense (a)		
In respect of current year	810.00	647.00
In respect of earlier years	(8.05)	(60.00)
	801.95	587.00
Deferred tax expense (b)		
In respect of current year	45.89	(6.08)
Tax expense recognised in the income statement (a+b)	847.83	580.92

B. Amounts recognised in other comprehensive income

Particulars	2022-23		2021-22	
	Before tax	Tax (Expense) benefit	Before tax	Tax (Expense) benefit
Items that will not be reclassified to profit or loss				
Remeasurements of the defined benefit plans	9.88	(2.49)	35.89	(9.03)
	9.88	(2.49)	35.89	(9.03)

C. Reconciliation of effective tax rate

Particulars	2022-23		2021-22	
	%	Amount	%	Amount
Profit before tax		4370.45		3685.59
Tax using the Company's domestic tax rate (Current year 25.17% and Previous Year 25.17%)	25.17%	1100.04	25.17%	927.59
Tax effect of:				
Expenses not deductible / income not chargeable under Income Tax Act		34.06		12.18
Tax paid at lower rate				(16.09)
Additional allowance for tax purpose		(340.36)		(277.74)
Profit on sale of Machinery		(12.96)		
Others		75.10		(5.02)
Effective Income Tax Rate		855.88		640.92
Adjustments recognised in current year in relation to the current tax of prior years		(8.05)		(60.00)
Income Tax Expense	19.40%	847.83	15.76%	580.92

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

No aggregate amounts of current and deferred tax have arisen in the reporting period which have been recognised in equity and not in Statement of Profit or Loss or Other Comprehensive Income.

47. Employee Benefits
A. Post Employment Benefit Plans:
Defined Contribution Scheme

The company makes contributions towards provident fund to define contribution retirement benefit plan for qualifying employees. The Provident fund contributions are made to Government administered employees' provident fund. Both the employees and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employees salary.

The company has recognised ₹ 138.77 lakhs (31st March,2022 ₹ 92.34 lakhs) for Provident fund contributions in the statement of Profit and Loss.

Defined Benefit Plans

The Company has the following Defined Benefit Plans

Gratuity:

The company makes annual contribution to Ruby Mills Limited Employees' Gratuity Fund managed by HDFC Standard Life Insurance Limited and Bajaj Allianz; a funded defined benefit plan for the qualifying employees. The scheme provides for Payment to vested employees as under:

- i. On normal retirement / early retirement /withdrawals/ resignation : As per the provisions of payment of Gratuity Act, 1972.
- ii. On death in service : As per provisions of Payment of Gratuity Act, 1972.

Movement in net defined benefit (asset)/ liability

Particulars	Gratuity Funded	
	2022-23	2021-22
i Reconciliation of balances of Defined Benefit Obligations.		
Defined Obligations at the beginning of the year	362.86	353.51
Interest Cost	20.9329	18.18
Current Service Cost	37.35376	39.50
Past Service Cost (Vested Benefits)		
Benefits paid	(21.94)	(18.68)
Actuarial (Gains)/ Losses on obligations		
-Changes in financial Assumptions	(3.53)	(16.50)
-Experience adjustments	(14.97)	(11.14)
-Demographic adjustments	(1.53)	(2.01)
Defined Obligations at the end of the year	379.17	362.86

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

ii Reconciliation of balances of Fair Value of Plan Assets in respect of Gratuity	2022-23	2021-22
Fair Value at the beginning of the year	473.93	442.78
Interest income (a)	29.56	24.89
Return on Plan Assets, excluding interest income(b)	(14.87)	6.26
Actual Return on Plan assets (a+b)	14.69	31.15
Contribution by employer	53.202	18.68
Reimbursement Received	(113.96)	
Benefits paid	-	(18.68)
Fair Value of Plan Assets at the end of the year	427.87	473.93

iii Amount recognised in Balance sheet (I-II)	(48.69)	(111.07)
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iv Amount recognised in statement of Profit and Loss.	2022-23	2021-22
Current Service Cost	37.35	39.50
Interest Cost	20.93	18.18
Interest income	(29.56)	(24.89)
Past Service Cost (Vested Benefits)		
Expenses for the year	28.73	32.79

v Amount recognised in Other Comprehensive Income	2022-23	2021-22
Remeasurements :		
Actuarial (Gains)/ Losses		
-Changes in financial assumptions	(3.53)	(16.50)
-Experience adjustments	(14.97)	(11.14)
-Demographic adjustments	(1.53)	(2.01)
Return on plan assets excluding net interest cost	14.87	(6.26)
Total	(5.17)	(35.90)

vi Major Actuarial Assumptions	2022-23	2021-22
Discount Rate (%)		
Staff	7.15%	6.48%
Workers	7.17%	7.20%
Salary Escalation/ Inflation (%)		
Staff	4.00%	4.00%
Workers	5.00%	5.00%
Attrition rate		
Staff	7.00%	8.00%
Workers	5.00%	5.00%

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Mortality Rates		
Staff	IALM (2012-14) ULT	IALM (2012-14) ULT
Workers	IALM (2012-14) ULT	IALM (2012-14) ULT
Expected Return on Plan assets (%)		
Staff	7.15%	6.48%
Workers	7.17%	7.20%

The estimates for future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors

The expected return on plan assets is based on market expectation at the beginning of the period, for returns over the entire life of the related obligation

vii Investment Pattern for Fund	2022-23	2021-22
Category of Asset		
Insurer Managed funds	427.87	473.93
Total	427.87	473.93

For the funded plans, the trust maintains appropriate fund balance considering the analysis of maturities. Projected Unit credit method is adopted for Asset-Liability Matching.

Sensitivity analysis

Sensitivity analysis for significant actuarial assumptions, showing how the defined benefit obligation would be affected, considering increase/decrease of 1% as at 31st March, 2023 is as below:

Particulars	Gratuity - Funded
+ 1% change in rate of Discounting	360.89
- 1% change in rate of Discounting	399.90
+ 1% change in rate of Salary increase/ inflation	399.94
- 1% change in rate of Salary increase/ inflation	362.35

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Sensitivity analysis for significant actuarial assumptions, showing how the defined benefit obligation would be affected, considering increase/decrease of 1% as at 31st March, 2022 is as below:

Particulars	Gratuity - Funded
+ 1% change in rate of Discounting	345.03
- 1% change in rate of Discounting	383.12
+ 1% change in rate of Salary increase/ inflation	381.04
- 1% change in rate of Salary increase/ inflation	346.59

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation keeping all other actuarial assumptions constant.

The expected future cash flows as at 31st March 2023 were as follows:

Expected Payout	Gratuity - Funded
Projected benefits payable in future years from the date of reporting	
1st following year	125.78
2nd following year	25.04
3rd following year	33.99
4th following year	24.80
5th following year	25.24
Years 6 to 10	138.73

The expected future cash flows as at 31st March 2022 were as follows:

Expected Payout	Gratuity - Funded
Projected benefits payable in future years from the date of reporting	
1st following year	114.48
2nd following year	31.59
3rd following year	24.37
4th following year	31.46
5th following year	23.64
Years 6 to 10	126.72

Other details as at 31st March 2023

Particulars	Gratuity - Funded
Weighted average duration of the Projected Benefit Obligation(in years)	
Staff	3.27
Workers	8.91
Prescribed contribution for next year - ₹ in Lakhs)	37.35

Other details as at 31st March 2022

Particulars	Gratuity - Funded
Weighted average duration of the Projected Benefit Obligation(in years)	
Staff	3.29
Workers	9.15
Prescribed contribution for next year - ₹ in Lakhs)	39.50

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

B. Other Long Term Benefits :
Leave Salary

The Leave Salary cover the Company's liability for casual and earned leave. Entire amount of the provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months

Particulars	2022-23	2021-22
Leave Salary expected to be settled after twelve months	29.39	31.51

48. Related Party disclosures
A List of related parties and relationships
i Key Managerial Personnel:
a) Executive Directors

Hiren M. Shah (Executive Chairman)

Bharat M. Shah (Managing Director)

Viraj M. Shah (Managing Director)

Purav H. Shah (Executive Director, Chief Executive Officer and Chief Financial Officer)

b) Other Key Managerial Personnel

Aruna M. Shah (Chairman Emeritus)

Shardul J. Thacker (Independent Director)

Yogen S. Lathia (Independent Director)

Deepak R Shah (Non-Executive Non-Independent Director)

Mehernosh Rusi Currawalla (Independent Director)

Jaswanti Patel (Independent Director)

Rahul Divan (Independent Director)

Anuradha Tendulkar w.e.f. 7th May 2022

ii Relative of Key Managerial Personnel with whom transactions have taken place)

Rishabh V. Shah (President)

iii Entities Controlled by Key Managerial Personnel

Manubhai & Sons Investment Company Private Limited

Hiren Bros. Investment Company Private Limited

M C Shah & Sons Investment Company Private Limited

Ruby Sales & Services Private Limited

Lathia Rubber Manufacturing Company Private Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

B Disclosure of transactions between the Company and related parties and the status of outstanding balance as on 31st March, 2023

	Key Managerial Personnel		Relatives of Key Managerial Personnel		Enterprise on which Key Managerial Personnel has control		Total	
	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
i								
Balance as at year end								
<u>Loans Payable</u>								
Smt. Aruna M. Shah	-	-	-	-	-	-	-	-
Shri Hiren M. Shah	-	-	-	-	-	-	-	-
Shri Bharat M. Shah	-	-	-	-	-	-	-	-
Shri Viraj M. Shah	-	-	-	-	-	-	-	-
Manubhai & Sons Investment Company Private Limited								
Hiren Bros. Investment Company Private Limited								
M C Shah & Sons Investment Company Private Limited								
Ruby Sales & Services Private Limited								
<u>Other Payables</u>								
Lathia Rubber Manufacturing Company Private Limited					0.20	0.20	0.20	0.20
Shri Hiren M. Shah	15.00	5.27					15.00	5.27
Shri Bharat M. Shah	15.85	5.27					15.85	5.27
Shri Viraj M. Shah	15.85	5.41					15.85	5.41
Shri Purav H. Shah	8.50	3.02					8.50	3.02
Shri Rishabh V. Shah	6.50	2.26					6.50	2.26
Shri S. Jayaraman		-						-
Shri Pranav Maru								
Shri Yogen Lathia								
Total	61.70	21.23	-	-	0.20	0.20	61.90	21.43

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Disclosures in respect of transactions/ balances with related parties	Key Managerial Personnel		Relatives of Key Managerial Personnel		Enterprise on which Key Managerial Personnel has control		Total	
	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022
ii Transactions during the year								
Loans and Advances (Unsecured)								
Loans Received								
Smt. Aruna M. Shah		364.1						364.10
Shri Hiren M. Shah		199.5						199.50
Shri Bharat M. Shah		2448.15						2,448.15
Shri Viraj M. Shah		153.5						153.50
Manubhai & Sons Investment Company Private Limited		-				196.40		196.40
Hiren Bros. Investment Company Private Limited		-				237.00		237.00
M C Shah & Sons Investment Company Private Limited		-				107.75		107.75
Ruby Sales & Services Private Limited		-				3.50		3.50
Total	-	3,165.25	-	-	-	544.65	-	3,709.90
Loans Repaid/ Adjusted								
Smt. Aruna M. Shah		3347.27						3,347.27
Shri Hiren M. Shah		2214.17						2,214.17
Shri Bharat M. Shah		4528.04						4,528.04
Shri Viraj M. Shah		1009.04						1,009.04
Manubhai & Sons Investment Company Private Limited		-				1,670.41		1,670.41
Hiren Bros. Investment Company Private Limited		-				2,134.09		2,134.09
M C Shah & Sons Investment Company Private Limited		-				1,567.80		1,567.80
Ruby Sales & Services Private Limited		-				54.50		54.50
Total	-	11,098.52	-	-	-	5,426.80	-	16,525.32

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Disclosures in respect of transactions/ balances with related parties	Key Managerial Personnel		Relatives of Key Managerial Personnel		Enterprises on which Key Managerial Personnel has control		Total	
	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Expenses								
Rent								
Shri Bharat M. Shah	10.20	10.20	-	-	-	-	10.20	10.20
Shri Viraj M. Shah	10.20	10.20	-	-	-	-	10.20	10.20
Professional fees	-	-	-	-	-	-	-	-
Deepak Shah	3.00	3.00	-	-	-	-	3.00	3.00
Total	23.40	23.40	-	-	-	-	23.40	23.40
Interest								
Smt. Aruna M. Shah		326.54						326.54
Shri Hiren M. Shah		220.88						220.88
Shri Bharat M. Shah		277.90						277.90
Shri Viraj M. Shah		87.98						87.98
Manubhai & Sons Investment Company Private Limited		-				164.58		164.58
Hiren Bros. Investment Company Private Limited		-				209.80		209.80
M C Shah & Sons Investment Company Private Limited		-				149.85		149.85
Ruby Sales & Services Private Limited		-				4.73		4.73
Total	-	913.29	-	-	-	528.96	-	1,442.26
Sitting Fees								
Shri Deepak Shah	3.60	1.50					3.60	1.50
Shri Mehernosh Currawala	4.60	1.88					4.60	1.88
Shri Shardul Thacker	7.60	3.45					7.60	3.45
Shri Yogen Lathia	7.40	3.30					7.40	3.30
Smt. Jasvanti Patel	3.8	1.58					3.80	1.58
Shri Rahul Divan	6.8	2.78					6.80	2.78

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Disclosures in respect of transactions/ balances with related parties	Key Managerial Personnel		Relatives of Key Managerial Personnel		Enterprise on which Key Managerial Personnel has control		Total	
	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Total	33.80	14.49	-	-	-	-	33.80	14.49
Remuneration of Key Managerial Personnel								
Shri Hireen M. Shah	194.28	104.13					194.28	104.13
Shri Bharat M. Shah	194.28	104.13					194.28	104.13
Shri Viraj M. Shah	194.28	104.13					194.28	104.13
Shri Purav H. Shah	111.34	53.49					111.34	53.49
Shri Rishabh V. Shah			75.50	36.29			75.50	36.29
Shri S. Jayaraman								19.33
Shri Pranav Maru								-
Smt. Dipti Samant								-
Smt. Anuradha Tendulkar	2.53							3.19
Total	696.72	388.40	75.50	36.29	-	-	772.22	424.69
Dividend Paid								
Smt. Aruna M. Shah	39.83	9.96					39.83	9.96
Shri Hireen M. Shah	21.77	5.44					21.77	5.44
Shri Bharat M. Shah	30.28	7.57					30.28	7.57
Shri Viraj M. Shah	27.38	6.84					27.38	6.84
Shri Purav H. Shah	11.54	2.88					11.54	2.88
Shri Rishabh V. Shah			9.39	2.35			9.39	2.35
Manubhai & Sons Investment Company Private Limited	71.67	17.92					71.67	17.92
Hiren Bros. Investment Company Private Limited	71.67	17.92					71.67	17.92
M C Shah & Sons Investment Company Private Limited	71.65	17.91					71.65	17.91
Total	345.77	86.44	9.39	2.35			355.16	88.79

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Remuneration paid include perquisites which does not form part of Managerial remuneration calculation as per Schedule V of The Companies Act 2013

C. Key Managerial Compensation*

i. For referred in i (a) above

Remuneration	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Short-term employee benefits	694.19	365.88
Post-employment benefits	53.69	36.62
	747.88	402.50

ii. For referred in i (b) above

Remuneration	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Short-term employee benefits	2.53	22.52
Post-employment benefits		
Others (Including Sitting fees to Non-executive directors)	33.80	14.48
	36.33	37.00

* This aforesaid amount does not includes amounts in respect of gratuity and leave entitlement as the same is not determinable.

- D.** Shri Bharat M. Shah and Shri Viraj M. Shah / Shri Purav Shah, (Directors) have given Personal guarantees for loans availed by the Company. Refer note no 25 and 31.
- E.**
- The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.
 - Outstanding balances at the year-end are unsecured and settlement occurs In cash.
 - There have been no guarantees provided or received for any related party receivables or payables
 - The Company has not recorded any impairment of receivables relating to amounts owed by related parties.

49. Leases
A. Leases as Lessee

(a) The following is the Movement in Right of Use assets during the reporting period ended 31st March 2023 and its carrying value as on that date

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balance as on 1st April, 2022	103.14	68.44
Addition of right-of-use assets that do not meet the definition of investment property	-	76.92
Depreciation charged during the current period	32.62	42.22
Carrying value of Right-of-use assets	70.52	103.14

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

(All amounts in ₹ lakhs, unless otherwise stated)

 (b) The following is the movement in lease liabilities for the year ended 31st March, 2023

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
As at beginning of the year	111.94	73.77
Addition	-	76.92
Finance Cost accrued during the year	9.72	16.33
Deletion	-	-
Payment of Lease liability	40.74	55.08
Lease Liability as at end of the year	80.92	111.94

(c) Maturity Analysis of Lease liabilities

Maturity analysis -contractual undiscounted cash flows	As at 31 st March, 2023	As at 31 st March, 2022
Less than one year	40.74	40.74
One to five years	97.85	94.67
More than five years		
Total undiscounted lease liabilities for the period ended*	138.60	135.41
Lease liabilities included in the statement of financial position*		
Current	30.90	28.55
Non-current	50.01	83.39

*On account of Ind AS 116 application w.e.f. 1st April, 2019, the lease period considered together with option of lease extension.

(d) Amounts recognised in the statement of profit or loss

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Depreciation	32.62	42.22
Interest on lease liabilities	9.72	16.33
Variable lease payments not included in the measurement of lease liabilities		
Expenses relating to short-term leases	3.51	4.30
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets		

(e) Amount recognised in the statement of cash flows

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Total cash outflow - Principal Repayment of Lease	31.02	38.75
Total cash outflow - Interest Paid	9.72	16.33

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

B. Lease as lessor
Operating Lease

The Company has entered into cancellable and non-cancellable operating lease arrangement in respect of Premises, Plant and Machinery and Furniture and Fixture. The lease period in case of Primises ranges upto 60 months. The details are as follows:

- i. Carrying value of Leases assets as follow as on 31st March, 2023 and as on 31st March, 2022

As at 31st March, 2023

Particulars	Buildings	Plant and Equipments	Furnitures and Fixtures
Gross Carrying Amount	3,743.05	1.48	2.84
Accumulated depreciation	1,102.66	1.00	1.16
Depreciation recognised in statement of P&L	132.63	0.01	0.44

As at 31st March, 2022

Particulars	Buildings	Plant and Equipments	Furnitures and Fixtures
Gross Carrying Amount	3,743.05	1.48	2.84
Accumulated depreciation	970.03	0.99	0.72
Depreciation recognised in statement of P&L	141.22	0.02	0.22

- ii Total Contingent rent recognised as income in the statement of Profit and Loss in the FY 2022-23 is ₹ Nil (FY 2021-22 ₹ Nil)

- iii The future minimum lease payments under Non cancellable lease receivable as at the year ending are as follows

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Less than one year	2893.45	2,852.46
Between one to five years	3616.82	6,510.27
More than five years	-	-

50. Earnings per share (EPS)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Profit attributable to equity holders of the Company for basic and diluted earnings per share	3,522.62	3,104.67
Issued equity shares at 1st April (In lakhs)	334.40	167.20
Weighted average number of shares at 31st March for basic and diluted earnings per shares (Face Value ₹ 5 per share)*	334.40	334.40
Basic and Diluted earnings per share (₹)	10.53	9.28

*The Company has issued 1,67,20,000 equity shares of ₹ 5/- each as fully paid bonus shares during the year in

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

the ratio of 1 equity share of ₹ 5/- each for every 1 equity shares held. This has been considered for calculating weighted average number of equity shares for all comparative periods. In line with the above, EPS for the year ended 31.03.2022 has been restated.

51. Financial instruments
A. Calculation of fair values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values of financial instruments:

- i The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- ii Cash and cash equivalents, trade receivables, investments in term deposits, investments in mutual funds, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

B Financial Instruments classification and Fair value measurement hierarchy:

Particulars	As at 31 st March, 2023				As at 31 st March, 2022			
	Carrying amount	Level of input used in			Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial assets								
At FVTOCI								
Investments in equity instruments	0.28			0.28	0.28			0.28
At FVTPL								
Investments in Mutual Funds	-		-		0.55		0.55	
At Amortised cost								
Loans	8,873.31				9,048.46			
Trade receivables	2,422.82				1,736.75			
Cash and cash equivalents	8,095.40				338.03			
Bank balances other than above	373.50				660.20			
Other financial assets	57,325.72				67,315.78			
Financial liabilities								
At Amortised cost								
Borrowings	23,972.10				27,877.47			
Lease Liability	80.92				111.94			
Trade payables	2,502.89				2,627.10			
Other Financial liabilities	2,729.02				2,217.86			

The fair value of financial instruments as referred to in note (B) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- i Level 1: Quoted prices for identical instruments in an active market;
- ii Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- iii Level 3: Inputs which are not based on observable market data.
- iv The following table presents the changes in level 3 items for the periods ended 31st March, 2023 and 31st March, 2022:

Particulars	Unlisted equity securities
As at 1st April, 2021	0.28
Gains/losses recognised in other comprehensive income	
As at 31st March, 2022	0.28
Gains/losses recognised in other comprehensive income	
As at 31st March, 2023	0.28

During the reporting period ending 31st March, 2023 and 31st March, 2022, there was no transfer between level 1 and level 2 fair value measurement.

Key Inputs for Level 1 and 2 Fair valuation Technique:

Mutual Funds : Based on Net Asset Value of the Scheme (Level 2)

C Financial risk management
Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The key risks and mitigating actions are also placed before the Audit Committee of the Company.

The Company has exposure to the following risks arising from financial instruments:

- a Credit risk;
- b Liquidity risk; and
- c Market risk;

a Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

i Trade and other receivables

Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 21 days credit term for Textile division and for Garment division its ranges from 60 to 120 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company does not hold collateral as security. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically, except for trade receivables for real estate and related activities where 80% revenue comes from one customer.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

The following table provides information about the exposure to credit risk and Expected Credit Loss Allowance for trade and other receivables:

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Gross carrying amount	Loss allowance	Gross carrying amount	Loss allowance
0-3 months	2,174.31	35.52	1,699.69	27.50
3-6 months	45.67	1.37	14.39	0.43
6 months to 12 months	222.71	13.36	4.16	0.25
Beyond 12 months	43.55	13.18	58.49	11.79
Total	2,486.25	63.43	1,776.72	39.97

Movement in the Loss allowances as per Expected credit loss model in respect of trade and other receivables during the year was as follows.

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Opening provision	39.97	28.99
Add: Provision created during the year	23.46	10.98
Closing provision	63.43	39.97

Movement in the Loss allowances as per Expected credit loss model in respect of Loan given during the year was as follows.

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Opening provision	397.12	397.12
Add / (less) : Movement during the year	50.15	
Closing provision	447.27	397.12

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Movement in the loss allowances in respect of Interest Subsidy, Forex Subsidy and Capital Subsidy receivables during the year was as follows.

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Opening provision	56.55	37.70
Add / (less) : Movement during the year	-	18.85
Closing provision	56.55	56.55

ii Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments, and due from developer. The Company has diversified portfolio of investment with various number of counter-parties which have secure credit ratings hence the risk is reduced. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets;

b Liquidity
risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset;

Liquidity risk is managed by Company through effective fund management. The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low;

The following are the remaining contractual maturities of financial liabilities at the reporting date. Amounts disclosed are the contractual un-discounted cash flows:

Maturity analysis of significant financial liabilities

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	Carrying amount	Contractual cash flows		Carrying amount	Contractual cash flows	
		Upto 1 year	More than 1 year		Upto 1 year	More than 1 year
Financial liabilities						
Borrowings (including current maturities of long term borrowings)	23,799.58	3986.37	19813.21	27,877.47	5,354.86	23,282.60
Lease Liability	80.92	30.90	50.01	111.94	28.55	83.39
Trade and other payables	2,502.89	2,502.89	-	2,627.10	2,627.10	-
Other financial liabilities	2,729.02	938.92	1,790.10	2,217.86	600.89	1,616.97

c Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

i Currency risk

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities and financing activities. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

Exposure to currency risk

The currency profile of financial assets and financial liabilities are as below:

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	USD	EURO	JPY	USD	EURO	JPY
Financial liabilities						
Trade and other payables	-	3.45	-	-	3.15	-
Trade and other receivable	-	-	-	-	-	-
Net exposure	-	3.45	-	-	3.15	-

Sensitivity analysis

The following table details the Company's sensitivity to 2% increase and decrease in the Rupee against the relevant foreign currencies is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the net exposure outstanding on receivables or payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rate. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

Particulars	For the year ended 31 st March, 2023		For the year ended 31 st March, 2022	
	2% increase	2% decrease	2% increase	2% decrease
USD gain/(Loss)	-	-	-	-
EURO gain/(Loss)	6.16	(6.16)	5.30	(5.30)

ii Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings obligations with floating interest rates.

The Company's approach to managing interest rate risk is to have a judicious mix of borrowed funds with fixed and floating interest rate obligation.

Moreover, the short-term borrowings of the Company do not have a significant fair value or cash flow interest

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(All amounts in ₹ lakhs, unless otherwise stated)

rate risk due to their short tenure.

The Company is also exposed to interest rate risk on its financial assets that includes fixed deposits, since the same are generally for short duration, the Company believes it has manageable risk and achieving satisfactory returns. The Company also has long - term fixed interest bearing assets. However the Company has in place an effective system to manage risk and maximise return

Exposure to interest rate risk

The Interest rate profile of the Company's interest bearing financial instruments is as follows

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
<u>Fixed-rate instruments</u>		
Financial Assets - measured at amortised cost		
Loan - Intercorporate deposit*	8,873.31	9,048.46
Fixed Deposits	724.31	1,009.82
Total of Fixed Rate Financial Assets	9,597.61	10,058.28
Financial liabilities - measured at amortised cost		
Term loans	172.52	276.35
Other loans	759.99	759.99
Total of Fixed Rate Financial Liabilities	932.51	1,036.34
<u>Variable-rate instruments</u>		
Financial Assets - measured at amortised cost	-	-
Total of Variable Rate Financial Assets	-	-
Financial liabilities - measured at amortised cost		
Term loans	21,824.51	23571.12
Other Loans	-	-
Short term borrowings	1,215.08	3,270.01
Total of Variable Rate Financial Liabilities	23,039.59	26841.13

* The above amount represents loan given by company which has significant increase in credit risk and no interest income is accrued in F.Y. 2022-23. Loss allowance of ₹ 447.27 lakhs has been created on the said amount as at 31st March, 2023.

Interest rate sensitivity

A reasonably possible change of 2% in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant. In cases where the related interest rate risk is capitalised to fixed assets, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets. The said calculation is done excluding loans which are taken and utilised for development of property and charged to due from developers which will never impact the income statement of the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended 31 st March, 2023		For the year ended 31 st March, 2022	
	2% increase	2% decrease	2% increase	2% decrease
Variable rate loan instruments	(38.71)	38.71	(82.76)	82.76

(ii) Other risks

The Company has deployed its surplus funds into various financial instruments including units of mutual funds etc. The Company is exposed to price risk on such investments, which arises on account of movement in interest rates, liquidity and credit quality of underlying securities.

52. Capital Management:

The Company's objective is to maximize the shareholders' value by maintaining an optimum capital structure. Management monitors the return on capital as well as the debt equity ratio and makes necessary adjustments in the capital structure for the development of the business.

For the purpose of computing debt to equity ratio, equity includes Equity share capital and Other equity and Debt includes Long term borrowings, short term borrowings and current maturities of long term borrowings.

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Total Debt	23,972.10	27,877.47
Total Equity	55,966.73	52,938.37
Debt-Equity ratio	0.43	0.53

53. Segment information
A Basis for segmentation

Management has identified two reportable business segments, namely:

- i Textiles
- ii Real estate and related

Segments have been identified taking into account the nature of activities and its risks and returns.

The Company's Managing Director, the Chief Operating Decision Maker (CODM) for the Company, periodically reviews the internal management reports and evaluates performance/allocates resources based on the analysis of various performance indicators relating to the segments referred to above.

B Information about reportable segments

Information related to each reportable segment is set out below. Segment profit (loss) after tax is used to

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate in the same industry.

Particulars*	For the year ended 31 st March, 2023			For the year ended 31 st March, 2022		
	Textiles	Real es- tate and related	Total	Textiles	Real es- tate and related	Total
Revenue						
External Customers	22,582.24	3,351.16	25,933.40	15,952.18	3,943.07	19,895.25
Inter-segment				-	-	-
Total Revenue	22,582.24	3,351.16	25,933.40	15,952.18	3,943.07	19,895.25
Segment Results	1,689.88	2,971.01	4660.89	1,064.08	3,582.88	4,646.96
Add: Un Allocated Income						
Other Income			172.73			23.08
Less: Un Allocated Expenses						
a) Finance Cost			(413.01)			(965.60)
b) Income tax (including deferred tax)			(847.83)			(580.92)
c) Other Expenses			(50.15)			(18.85)
Profit after tax			3522.62			3,104.67
Other Information						
Segment assets	17840.06	59678.89	77518.95	15,319.74	69,575.09	84,894.83
Unallocated Corporate Assets			18596.10			11,719.65
Total Assets	17840.06	59678.89	96115.05	15,319.74	69,575.09	96,614.48
Segment liabilities			15671.71			15,700.72
Unallocated Corporate Liabilities	5477.07	10194.64	24476.60	3,793.53	11,907.19	27,975.39
Total Liabilities			40148.31	3,793.53	11,907.19	43,676.11
Depreciation and amortization on Property, plant and equipment and Investment Property	736.68	132.63	869.31	772.17	141.22	913.39
Material Non-cash expenses other than depreciation and amortisation				-	-	-
Capital expenditure	776.12		776.12	4,845.27	-	4,845.27

*For the purposes of review by the CODM, information referred to above is measured consistent with the accounting policies applied for preparation of these financial statements.

C Geographic information

The Company sells its products mainly within India where the conditions prevailing are uniform. Since the sales outside India are below threshold limit, no separate geographical segment disclosure is considered necessary (Refer Note 54).

All non-current assets in the nature of property, plant and equipment (including capital work in progress) and

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

intangible assets (including those under development) are domiciled in India.

D Information about major customers.

No single customer contributed 10% or more to the Company's revenue for the year ended 31st March, 2023 and 31st March, 2022 in case of Textile business and one customer has contributed 99 % and 99 % of the Company's revenue for the year ended 31st March, 2023 and 31st March, 2022 respectively in case of Real estate business.

54 Disclosure in terms of Ind AS 115 on the accounting of revenue from Contracts with Customers

	Particulars	Year Ended 31 st March, 2023	Year Ended 31 st March, 2022
i	Disaggregated revenue information for Revenue from Contracts with Customers		
	<u>Types of Goods or Services</u>		
	Textile items	22,582.24	15,952.18
	Total	22,582.24	15,952.18
	<u>Sales by Geographical region</u>		
	India	22,135.54	15,746.36
	Outside India	446.70	205.82
	Total	22,582.24	15,952.18
	<u>Timing of Revenue recognition</u>		
	Goods / services transferred at a point in time	22,582.24	15,952.18
	Goods / services transferred at a over a period of time		
	Total	22,582.24	15,952.18
	<u>Sales Channels</u>		
	Directly to consumers	22,582.24	15,952.18
	Through intermediaries		
	Total	22,582.24	15,952.18
	<u>Sales by Performance Obligations</u>		
	Upon Shipment / Dispatch	22,582.24	15,952.18
	Upon Delivery		
	Total	22,582.24	15,952.18
ii	Reconciliation of the revenue from contracts with the amounts disclosed in the segment information		
	Total revenue from contracts with customer	22,582.24	15,952.18
	Total revenue as per Segment - Textile	22,582.24	15,952.18
iii	Reconciliation between revenue with customers and contract price as per Ind AS 115:		
	Revenue as per Contracted price	22,890.57	16,156.72
	Less: Adjustments for Price such as Discounts, incentives, performance bonuses	308.33	204.54

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	Particulars	Year Ended 31st March, 2023	Year Ended 31st March, 2022
	Revenue from contracts with customers	22,582.24	15,952.18
iv	Contract Balances as at:		
	Trade Receivables	2,422.82	1,736.75
	Contract Liabilities	27.07	11.77

v Revenue recognised from Contract liability (Advances from Customers)

The Contract liability outstanding at the beginning of the year has been recognised as revenue during the year ended 31st March, 2023.

- vi** Trade receivables are non-interest bearing and are generally on 21 days credit term for Textile division and for Garment division its range from 60 to 120 days credit term. In 31st March, 2023 ₹ 63.43 lakhs (31st March, 2022: ₹ 39.97 lakhs) was recognised as provision for expected credit losses on trade receivables. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

55 Disclosure in respect of expenditure on Corporate Social Responsibility activities:

Particulars		For the year ended 31st March,2023	For the year ended 31st March,2022
a.	Opening Balance (A)	7.61	10.39
b.	Amount required to be spent during the year (B)	57.40	58.77
c.	Amount spent during the year (C)	50.12	56.00
d.	(Shortfall) / Excess for the year (A-B+C)	0.33	7.61
e.	Total of previous year shortfall		
f.	Reason for shortfall	N/A	N/A
g.	Nature of Expenses		
	Preventive Health Care	10.62	56.00
	Eradicating Hunger	39.5	-
h.	Details of related party transactions	-	-
i.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the amount of provision made and movements in the provision during the year, if applicable	N/A	N/A

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

56 Contingent liabilities and capital commitment
a. Contingent Liabilities:

Particulars		As at 31 st March 2023	As at 31 st March 2022
i)	In respect of Income tax matters	729.42	493.03
ii)	Other Matters:		
	Excise, service tax and customs matters	286.04	286.04
	FEMA	14.00	14.00
iii)	Claim against Company under RERA Act		
iv)	Claim against the Company by ex employees pending in labour court not acknowledged as debt	Not ascertainable	Not ascertainable

b. Capital Commitments

Particulars		As at 31 st March 2023	As At 31 st March 2022
i)	Related to Contracts:		
	Estimated amount of contracts remaining to be executed on capital account	1,939.95	316.84
	Less: Advances	132.00	144.72
	Net Estimated Amount	1,807.94	172.12
ii)	Other commitments	-	-

57. Disclosure as per Section 186(4) of the Companies Act, 2013:

Particulars	Interest Rate	As at 31 st March, 2023	As at 31 st March, 2022
Rohan Developers Private Limited		9,320.58	9,445.58
Less : Loss Allowance	13%	(447.27)	(397.12)
Net Receivable		8,873.31	9,048.46

The ICD was given for business purpose as at the time, the Company temporarily had surplus funds. Presently, the said ICD is reflected as non-current as not expected to be received within a period of twelve months from the date of the Balance Sheet.

58. Other Disclosures :

- The Company does not have any proceedings which have been initiated or pending against the Company for holding any Benami property;
- The Company does not have any transactions with struck off companies;
- There are no instances of charges or satisfaction thereof which is yet to be registered with ROC beyond the statutory period;

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

- d. The Company has neither traded or invested, nor holds Crypto currency or Virtual Currency during the year;
- e. During the year, there were no instances of surrender or disclosure of income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- f. The company is not declared as willful defaulter by any bank or financial Institution or other lender.
- g. There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- h. The Company does not have subsidiaries. Therefore Companies (Restrictions on number of layers) Rules, 2017 is not applicable.
- i. The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiarie
- j) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - a directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b provide any guarantee, security or the like on behalf of the Ultimate Beneficiari

59. Events after reporting period

No adjusting or significant non - adjusting events have occurred between the reporting date 31st March, 2023 and the report release date 30th May, 2023.

60. Ratios

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% Variation	Reason for variation
Current Ratio (Times)	Current Assets	Current Liabilities	1.57	0.84	86.76%	Due to increase in current assets and decrease in current liabilities, the ratio has improved and is on account of increased cash and cash equivalents which included current/short term investments made in debt funds, FD, CD
Debt-Equity Ratio (Times)	Total Debt	Shareholder's Equity	0.43	0.53	(18.66%)	
Debt Service Coverage Ratio (Times)	Earnings available for debt service	Debt Service	0.33	0.12	175.50%	On account of Surplus Cash flow resulted in minimal utilisation of Working Capital Limit and also all the unsecured loans were paid off by the Company in March 2022 which resulted in saving of interest

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% Variation	Reason for variation
Return on Equity Ratio (%)	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	0.06%	0.06%	7.17%	
Inventory turnover ratio (Times)	Cost of goods sold	Average Inventory	2.65	2.05	29.78%	Growth in revenue and inventory optimisation improved inventory turnover ratio
Trade Receivables turnover ratio (Times)	Net Credit Sales	Avg. Accounts Receivable	12.19	11.38	7.15%	
Trade payables turnover ratio (Times)	Net Credit Purchases	Average Trade Payables	4.12	2.83	45.39%	Trade payable turnover ratio improved due to lower trade payables
Net capital turnover ratio (Times)	Net Sales	Working Capital	2.62	(6.60)	(139.73%)	Majorly due to substantial increase in revenue and current assets and decrease in current liabilities.
Net profit ratio (%)	Net Profit	Net Sales	13.57%	15.60%	(13.02%)	
Return on Capital employed (%)	Earning before interest and taxes	Capital Employed	5.74%	5.51%	4.32%	
Return on Investment (%)	Gain/ (Loss) on Investment	Cost of Investment	4.38%	3.29%	33.03%	Due to substantial increase in Cash Flow of the Company & better treasury management of surplus cash.

61. The figures for the corresponding previous year have been regrouped/rearranged wherever necessary, to make them comparable.

As per our attached report of even date

For C N K & Associates LLP

 Chartered Accountants
 ICAI Firm No: 101961W/W-100036

Himanshu Kishnadwala

 Partner
 Membership No. 037391

Place : Mumbai

 Dated : 30th May, 2023

**For and on behalf of the Board of Directors of
The Ruby Mills Limited**

CIN : L17120MH1917PLC000447

Hiren M. Shah

 Executive Chairman
 DIN : 00071077

Anuradha Tendulkar

 Company Secretary
 Membership No. 55173

Bharat M Shah

 Managing Director
 DIN : 00071248

Purav H. Shah

 Chief Executive Officer
 and Whole Time Director
 DIN : 00123460

The Ruby Mills Limited

CIN: L17120MH1917PLC000447

Registered office: Ruby House, J K Sawant Marg, Dadar (W), Mumbai - 400028

Attendance Slip

(To be presented at the entrance)

DP ID _____ Folio No. / Client ID _____

I /We hereby record my / our presence at the 107th Annual General Meeting of the Company at The Ruby Lobby level, 29 Senapati Bapat Marg, Dadar (W), Mumbai - 400028 on 27th September, 2023 at 4.00 P.M.

Full name of the Shareholder in Block Letters _____

Folio No. _____ DPID No. _____

Client ID No. _____ Name of Proxy holder _____

Signature of Proxy holder

Signature of Shareholders

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 Read with Rule 19(3) of the Companies (Management and Administration) Rules 2014]

The Ruby Mills Limited

CIN: L17120MH1917PLC000447

Registered office: Ruby House, J K Sawant Marg, Dadar (W), Mumbai - 400028

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____ Folio No. / Client ID: _____ DP ID: _____

I /We being the member(s) of _____ Shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(2) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(3) Name: _____

Address: _____

E-mail Id: _____ or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/ behalf at the 107th Annual General Meeting of the Company to be held on Wednesday, 27th September, 2023 at 4.00 P.M at The Ruby Lobby level, 29 Senapati Bapat Marg, Dadar (W), Mumbai - 400028 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	RESOLUTIONS		
	Ordinary Business	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2023 together with the Report of the Board of Directors and Auditors thereon.		
2.	To declare the final dividend on Equity Shares for the Financial Year ended 31 st March, 2023.		
3.	To appoint a Director in place of Shri. Bharat Manharlal Shah (DIN - 00071248 who retires by rotation and being eligible for re-appointment offers himself for re-appointment		
	Special Business		
4.	Ratification of Cost Auditor Remuneration for the financial year 2023-24		
5.	Re-appointment of Shri. Hiren M. Shah (DIN: 00071077) who will attain the age of seventy years as the Executive Chairman of the Company for a period of five years with effect from 1 st April 2024 up to 31 st March 2029 and approval of his remuneration for a period of three years with effect from 1 st April 2024 up to 31 st March 2027.		
6.	Re-appointment of Shri. Bharat M. Shah (DIN: 00071248) as the Managing Director of the Company for a period of five years with effect from 1 st April 2024 up to 31 st March 2029 and approval of his remuneration for a period of three years with effect from 1 st April 2024 up to 31 st March 2027.		
7.	Re-appointment of Shri. Viraj M. Shah (DIN: 00071616) as the Managing Director of the Company for a period of five years with effect from 1 st April 2024 up to 31 st March 2029 and approval of his remuneration for a period of three years with effect from 1 st April 2024 up to 31 st March 2027.		
8.	Continuation of term of Shri. Shardul Thacker (DIN: 00153001) as an Independent Director, Non-Executive Director due to attainment of age of 75 years.		

Signed this _____ day of _____ 2023

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder

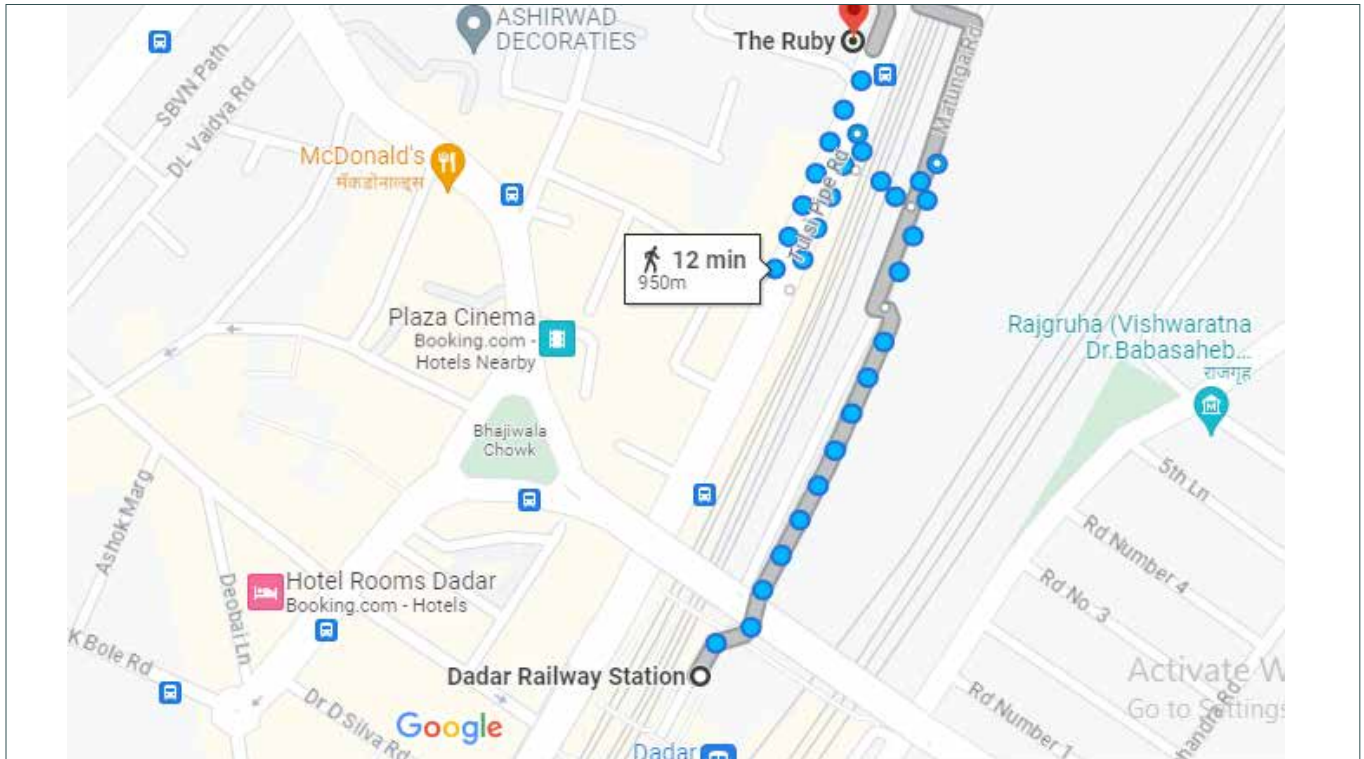
Signature of Second proxy holder

Signature of third proxy holder

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.

Dadar Central Railway to "The Ruby"

Map of Venue for Annual General Meeting



**A New Benchmark in
Matching Fabrics.**



Apsara

BY  **RUBY**

Stunning Colours • Amazing Hand-feel • Consistent Ruby Quality



**ONE OF THE FIRST PROJECTS TO RECEIVE
DCPR 2034 APPROVAL**

SUSTAINABLE DESIGN

**ONE OF INDIA'S TALLEST
LEED GOLD FEASIBLE OFFICE BUILDINGS**

EXCEPTIONAL VIEWS

**360° MUMBAI WEST & EAST
SEAFRONT VIEWS**

STRATEGIC LOCATION

**AT THE CORE OF MUMBAI CBD
INDIA'S FINANCIAL CAPITAL**

MAXIMUM SPACE EFFICIENCY

IMPRESSIVE 14 FEET FLOOR HEIGHT

LARGE SPACES

**LARGE SIZED, COLUMN-FREE
OFFICE SPACES**

ASSET MANAGEMENT

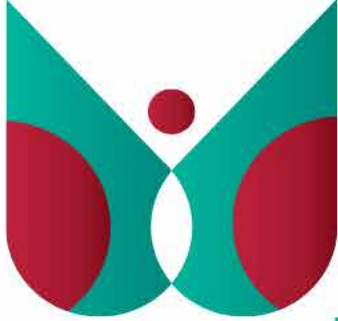
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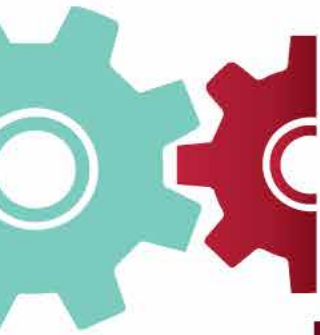
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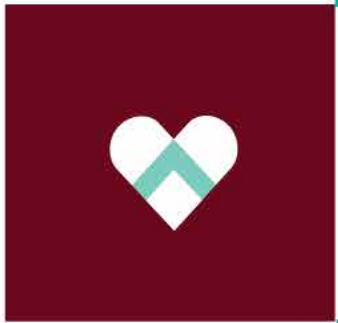
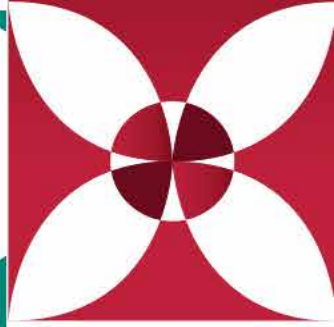
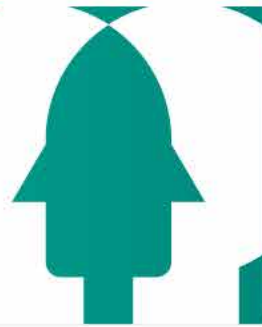


integrity

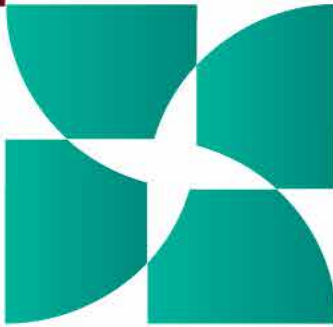
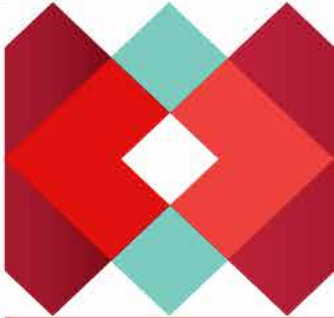


**manufacturing
expertise**

**customer
service**

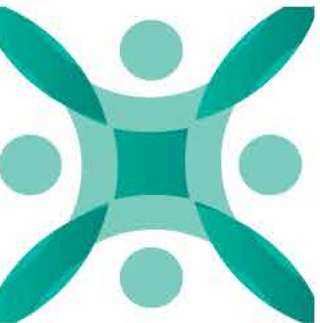


**passion
for
fabrics**



transformation

unity



commitment



**social
responsibility**

#MCSinspires