



May 27, 2019

To, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001 Security Code: 503169	To, National Stock Exchange of India Limited 'Exchange Plaza', C - 1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051 Stock Symbol: RUBYMILLS
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report issued by Vikas R. Chomal & Associates, Company Secretaries for the financial year 2018-19.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **THE RUBY MILLS LIMITED**


Naina Kanagat
Company Secretary



Encl: As above



THE RUBY MILLS LIMITED

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VIKAS R. CHOMAL & ASSOCIATES

COMPANY SECRETARIES

Secretarial Compliance Report of The Ruby Mills Limited for the year ended 31st March, 2019

I Vikas R. Chomal, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by The Ruby Mills Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- not applicable in this financial year;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- not applicable in this financial year;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- not applicable in this financial year;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- not applicable in this financial year;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) regulations, 2008- not applicable in this financial year;
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) regulations, 2013- not applicable in this financial year;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulation, 1996

And circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Not Applicable	Not Applicable	Not Applicable

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

- (c) The following are the details of action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:




Sr. No.	Action taken by	Details of violation	Details of action taken e.g fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any.
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

For Vikas R. Chomal & Associates
Company Secretaries


Vikas R. Chomal
Proprietor
C.P. No. 12133



Date - 23/05/2019
Place - Thane