

Date: September 21, 2019

To, National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra - Kurla Complex, Bandra (East), Mumbai- 400 051. Symbol: RUBYMILLS	To, BSE Limited. Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai - 400 001. Scrip Code: 503169
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Subject: Submission of Voting Results of 103rd Annual General Meeting of The Ruby Mills Limited as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules framed there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided electronic voting facility ("remote e-voting") and voting through Poll to its Members on all the resolutions set out in the Notice of 103rd Annual General Meeting of the Company which was duly convened on Friday, September 20, 2019 at 04:30 pm. at Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai - 400 028.

The Board had appointed Mr. Makarand M. Joshi, partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process.

As per the Scrutinizer's Report, all resolutions contained in the Notice of 103rd Annual General Meeting have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the consolidated voting results of the business transacted at 103rd Annual General Meeting in the prescribed format along with the Consolidated Report of the Scrutinizer on remote e-voting & voting through Poll at the Meeting.

Request you to take the above on record and oblige.

Thanking you,

Yours faithfully,

For **THE RUBY MILLS LIMITED**


Naina Kanagat
Company Secretary



THE RUBY MILLS LIMITED

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MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and voting at the 103rd Annual General Meeting

To

Hiren Manharlal Shah

Executive Chairman

of 103rd Annual General Meeting (AGM) of the shareholders of **The Ruby Mills Limited** held on Friday, 20th September, 2019 at its registered office at Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-400028.

Re: Scrutinizer's Report on voting through Remote E-voting and voting at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 06th August, 2019 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Voting at the AGM (Poll)** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 103rd AGM held on Friday, 20th September, 2019.
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, 16th September, 2019 at 9.00 a.m. and ended on Thursday, 19th September, 2019 at 5.00 p.m. and the NSDL remote e-voting platform was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting at the AGM. I have issued separate Scrutinizer's Report dated 21st September, 2019.
- D. After closure of the voting at the AGM, the report on voting done at the AGM was diligently scrutinized.



- E. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- F. The report on poll done at the AGM was generated by Mr. Omkar Dindorkar and Mr. Abhishek Gupta. (Authorized Representatives)

Date of AGM	20 th September, 2019
Total number of shareholders on record date (i.e. as on 13th September, 2019)	6894
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	12
Public	50
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	Nil
Public	Nil



Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)*	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	12523420	12523420	100.00	12523420	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public-Institutions	Remote E-Voting	2000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	4194580	546392	13.03	546392	0	100.00	0.00
	Poll		11036	0.26	11036	0	100.00	0.00
	Total		557428	13.29	557428	0	100.00	0.00
	Total	16720000	13080848	78.23	13080848	0	100.00	0.00

*No of votes polled does not include no of votes invalid".



Resolution Item No. 2 - Ordinary Resolution:

To declare the final dividend on Equity Shares for the Financial Year ended 31st March, 2019.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)*	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	12523420	12523420	100.00	12523420	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public-Institutions	Remote E-Voting	2000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	4194580	546392	13.03	546392	0	100.00	0.00
	Poll		11036	0.26	11036	0	100.00	0.00
	Total		557428	13.29	557428	0	100.00	0.00
Total		16720000	13080848	78.23	13080848	0	100.00	0.00

*No of votes polled does not include no of votes invalid".



Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Shri. Bharat M. Shah (DIN - 00071248) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)*	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	12523420	11640220	92.95	11640220	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		11640220	92.95	11640220	0	100.00	0.00
Public-Institutions	Remote E-Voting	2000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	4194580	546392	13.03	546021	371	99.93	0.07
	Poll		11036	0.26	11036	0	100.00	0.00
	Total		557428	13.29	557057	371	99.93	0.07
	Total	16720000	12197648	72.95	12197277	371	100.00	0.00

*No of votes polled does not include no of votes invalid".



Resolution Item No. 4 - Ordinary Resolution:

Ratification of Cost Auditor Remuneration.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)*	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	12523420	12523420	100.00	12523420	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public-Institutions	Remote E-Voting	2000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	4194580	546392	13.03	546392	0	100.00	0.00
	Poll		11036	0.26	11036	0	100.00	0.00
	Total		557428	13.29	557428	0	100.00	0.00
	Total	16720000	13080848	78.23	13080848	0	100.00	0.00

*No of votes polled does not include no of votes invalid".



Resolution Item No. 5 - Special Resolution:

Re-appointment of Shri. Shardul J. Thacker (DIN: 00153001) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)*	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	12523420	12523420	100.00	12523420	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public-Institutions	Remote E-Voting	2000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	4194580	546392	13.03	546021	371	99.93	0.07
	Poll		11036	0.26	11036	0	100.00	0.00
	Total		557428	13.29	557057	371	99.93	0.07
Total		16720000	13080848	78.23	13080477	371	100.00	0.00

*No of votes polled does not include no of votes invalid".



- G. All the aforesaid resolutions were passed with requisite majority
- H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Voting at the AGM venue.

Thanking you,

For Makarand M. Joshi & Co.,
Practicing Company Secretaries



Makarand M. Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 21st September, 2019



For The Ruby Mills Limited

Hiren Manharlal Shah
Executive, Chairman
DIN: 00071077
Place: Mumbai
Date: 21st September, 2019