



The Ruby Mills Ltd.

Date: 28th February, 2019

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	Dy. General Manager Marketing Operations (Listing) BSE Limited P. J. Towers, 25 th Floor, Dalal Street, Fort, Mumbai-400 001 Code: 503169
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Subject: Intimation of Notice of Postal Ballot under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

Sir/Ma'am,

With reference to the captioned subject and pursuant to Section 110 of the Companies Act, 2013 please find enclosed Postal Ballot Notice and Postal Ballot Form dispatched to the members on 28th February, 2019 to transact the following business:

1. Approval of Remuneration payable to Shri. Purav H. Shah, Chief Executive Officer & Whole Time Director of the Company, with effect from April 01, 2018 to March 31, 2021.

Kindly take the same on record.

Thanking you,

Yours truly,

For The Ruby Mills Limited

Naina Kanagat
Company Secretary

Membership No.: ACS-46600





THE RUBY MILLS LIMITED

Registered Office Ruby House, J K Sawant Marg, Dadar West, Mumbai 400028, India | CIN L17120MH1917PLC000447
T (+91 22) 24387800 / 30997800 | E info@rubymills.com | W www.rubymills.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Shareholders
The Ruby Mills Limited

NOTICE of Postal Ballot is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Rule 22 of Companies (Management and Administration) Rules, 2014 (the "Rules") and other applicable Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting.

The Company is desirous of seeking your consent to the proposal contained in the resolution set out below. The explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the said item and the reasons thereof is annexed hereto along with a postal ballot form as **Annexure - I** (the "Form") for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company (the "Board") in its meeting held on 13th February, 2019 has appointed M/s Makarand M Joshi & Co., Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are hereby requested to carefully read the instructions printed on the Form attached herewith, record your **assent (for)** or **dissent (against)** therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed and signed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Saturday, 30th March, 2019. Postal Ballot Forms received after the said date will be strictly treated as if a reply from such Member has not been received.

E-voting option

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is optional and all the members (whether holding share in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

Upon completion of the scrutiny of the Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman / Director / Company Secretary of the Company. The result of the postal ballot would be announced by Chairman / Director / Company Secretary of the Company on or before Monday, 1st April, 2019 at the registered office of the Company through the mode as the Company deems fit for such declaration. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's website viz. <http://rubymills.com> or any other website as required under Act. In the event the resolution is approved by requisite majority of Members, the date of passing the resolution shall be deemed to be Saturday, 30th March, 2019 viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

ITEMS OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT / E-VOTING:

ITEM NO. 1

Approval of Remuneration payable to Shri Purav H. Shah, Chief Executive Officer & Whole time Director of the Company, with effect from April 1, 2018 to March 31, 2021:

To consider and if thought fit, approve the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to Sections 197 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 modifications or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the existing remuneration of Rs. 5,38,200/- per month payable to Shri Purav H. Shah, Chief Executive Officer & Whole time Director of the Company w.e.f. April 1, 2018 to March 31, 2021 inclusive of perquisites as set out in the Explanatory Statement annexed to the Postal Ballot Notice"

"RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri Purav H. Shah notwithstanding that in any financial year of the Company during his tenure as a Chief Executive Officer & Whole time 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 re-enactment thereof in force."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally 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."

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

Sd/-

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

Date: 13th February, 2019
Place : Mumbai

EXPLANATORY STATEMENT

[Pursuant To Section 102 of the Companies Act, 2013]

ITEM NO. 1

Approval of Remuneration payable to Shri. Purav H. Shah, Chief Executive Officer & Whole time Director of the Company, with effect from April 1, 2018 to March 31, 2021:

Shri Purav Hiren Shah (DIN: 00123460) was appointed as an Additional Executive Director of the Company with effect from 13th December, 2017, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company and his remuneration as a Director & CEO was fixed pursuant to approval & recommendation received from Nomination & Remuneration Committee and Audit Committee in the Meeting held on 13th December, 2017 and in line with the approval received from the Ministry of Corporate Affairs under Section 314(1B) of the Companies Act, 1956.

Further, the Board of Directors of the Company vide resolution passed on 30th May, 2018 approved appointment of Shri Purav H. Shah, Chief Executive Officer & Additional Executive Director, as Whole time Director, at the existing remuneration. Approval & recommendation was also received from Nomination & Remuneration Committee and Audit Committee for this change in designation and it was also approved by members by way of Ordinary Resolution in the Annual General Meeting held on 28th September, 2018.

After receiving approval and recommendation of Nomination & Remuneration Committee and Audit Committee in the meeting held on 13th February, 2019, the Board was informed that the remuneration paid/payable to Shri Purav H. Shah, though within limits needs to get members' approval by way of special resolution pursuant to the provisions contained in Section 197 read with Schedule V of the Companies Act, 2013 out of abundant caution.

Additionally, in the Notice of the Annual General Meeting held on 28th September, 2018, the Company had disclosed in the Annexure A to the Explanatory Statement under the heading - **Other Information: 'Reasons of loss or inadequate profits' and Steps taken or proposed to be taken for improvement'** that Company has sufficient profits to pay remuneration to its Directors. However, since it has been observed in the meeting on 13th February, 2019 that there is no provision for payment of minimum remuneration to Shri Purav H. Shah in case of inadequate profits, the Board approved & recommended continuation of payment of remuneration subject to approval of members by way of special resolution out of abundant caution.

Details of terms of appointment and remuneration payable to Shri Purav H. Shah is given below:

- a) **Tenure of Remuneration:**
From April 1, 2018 to March 31, 2021.
- b) **Basic Salary:**
Rs. 3,05,000/- per month:
The Chief Executive Officer & Whole time Director shall be entitled to such increment from time to time as the Board may, by its discretion determine.
- c) **Benefits, Perquisites and Allowances:**
Details of benefits perquisites and allowances are as follows:
 - i. **REIMBURSEMENT OF MEDICAL EXPENSES**
Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.
 - ii. **LEAVE TRAVEL CONCESSION**
Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.
 - iii. **PERSONAL ACCIDENT INSURANCE**
Personal accident insurance cover for self.
 - iv. **CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND**
Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

v. HOUSE RENT ALLOWANCES

As per the Rules of the Company.

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 shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

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 modifications or re-enactments 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 Chief Executive Officer & Whole time 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 approval as may be required under law.

The Board of Directors recommends the passing of **Special Resolution** in relation to the fixing of remuneration of Chief Executive Officer & Whole time Director, for the approval of the members of the Company.

Shri Purav H. Shah is concerned or interested in the said resolution. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Grandmother), Shri Bharat M. Shah (Uncle), Shri Viraj M. Shah (Uncle), Shri Hiren M. Shah (Father), in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Purav H. Shah, the referred remuneration shall be allowed in compliance of 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.

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

Sd/-

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

Date : 13th February, 2019

Place : Mumbai

ANNEXURE TO THE EXPLANATORY STATEMENT

Information as required under Part I of Schedule V of the Companies Act, 2013 and forming part of the Explanatory Statement to the Notice of the Postal Ballot

I. GENERAL INFORMATION

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. The installed capacity is as under:

Particulars	Khopoli (Village Dhamni)	Khopoli (Village Kharsundi)
Meters processed	Spindles-21024 Autocoro-744	New Modern processing Plants with capacity of 80,000 mtrs per day
	Shuttless Looms - 128	

The Plant & Machinery of Spinning and Weaving are new generation Machines and the Processing machines are also new. The new Process House is equipped to process Cotton/Blended Fabric 80,000 mtrs per day.

Outstanding Achievements:

The achievement of the Company is its proven record of consistent profits and ability to survive in the period of crises which has plagued the entire Textile Industry in the last two decades. The Company is manufacturing high quality Cotton and Blended Fabric with specialty finishes required for market. It also manufactures Micro Dot Fusible Interlining where they are credited as one of the best manufacturers in the country and quality standard is comparable to or even better than European suppliers.

Marketing of the fabric is done through Del Credre appointed by the Company for direct supply to customer and retailers. The yarn produced in excess of captive consumption is being marketed. The products of the Company have been well accepted by the market and enjoy price premium of over the similar products in the market.

Date or expected date of commencement of commercial production:

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

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

Not applicable.

Financial performance :

Sr. No.	Particulars	For the Year and Period ended (Rs. in Lakhs)		
		Ind AS (9 month) December 31, 2018	Ind AS March 31, 2018	Ind AS March 31, 2017
1	Total Revenue	14,526	20,798	21,830
2	Finance Costs	670	1,051	1,249
3	Depreciation and Amortization Expense	1,023	1,547	1,499
4	Profit before Tax	2,241	3,699	4,618
5	Provision for Tax including Current Tax adjustments of Earlier Years	634	1,237	1,400
6	Provision for Deferred Tax	-69	-1,054	-523
7	Profit after Tax, Prior period and Exceptional Items	1,677	3,516	3,741
8	Total comprehensive income for the period	1,685	3,551	3,746

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:

	Current Year 2017-2018 (Rs. In Lakhs)	Previous Year 2016-2017 (Rs. In Lakhs)
Value of Direct Imports calculated on CIF Basis:		
i. Stores, Spares	83.64	176.26
ii. Raw Materials	0.00	2.84
iii. Capital Goods	0.00	227.00
Earnings in Foreign Exchange on account of export of goods:		
Direct Export on FOB Basis	434.87	710.32
Expenditure in Foreign Currency:		
Travelling	72.37	68.80
Others	14.09	17.78

There are no royalty payable.

Foreign Investments or Collaborators, if any:

NIL

II. INFORMATION ABOUT THE APPOINTEES

SHRI PURAV H. SHAH

1. Background details:

Age	Designation	Qualification
38 Years	Chief Executive Officer & Whole time Director	MBA from Bentley College, USA

2. Past remuneration:

The remuneration of Shri Purav H. Shah as the President was approved by the Ministry of Corporate Affairs under Section 314 (1B) of the Companies Act, 1956 vide their letter No. 3/96/2004 - CL - VII dated 1st June, 2005 allowing a Salary of Rs. 3,11,330/- per month in the scale of Rs. 1,50,000 - 10,000 - 2,00,000 - 15,000 - 3,05,000.

The basic remuneration being paid to Shri Purav H. Shah till August 31, 2017 was Rs. 2,90,000/- per month.

In line with the approval received from the Ministry of Corporate Affairs, the basic salary of Shri Purav Shah was increased by Rs. 15,000/- per month as per the approved scale with effect from September 01, 2017 to August 31, 2018.

3. Recognition and Awards:

Nil

4. Job Profile and Suitability:

Shri Purav Shah, Chief Executive Officer of the Company is associated with the Company since 2000. He has continuously contributed to streamline and update information technology department of the Company. He has excelled his inputs in Finance, Information Technology and Real Estate.

5. Remuneration proposed:

The proposed remuneration is the existing remuneration that Shri Purav H. Shah is drawing.

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 w.r.t. 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, if any:

Our beloved and respected Late Shri M. C. Shah, Chairman Emeritus of the Company held the family together and set strict discipline amongst his sons. The legacy will be continued with Shri Hiren M. Shah - Executive Chairman being assisted by his brothers Shri Bharat M. Shah - Managing Director, Shri Viraj M. Shah - Managing Director and his son, Shri Purav H. Shah - Chief Executive Officer and Whole time Director of the Company.

III. OTHER INFORMATION

Reasons of loss or inadequate profits:

Currently the overall Textile Industry is not doing well and there has been deceleration in the Industry growth. Owing to GST & other socio-economic factors the Company has also got affected with the current sector-specific slowdown.

Further, slowdown in Real Estate Industry and Demonetization has resulted in low velocity of sales which has impacted the revenue of the Company.

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 equipment for improved quality of fabrics as per international standards and thereby expands the market base.

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.

The Company is expecting the full occupancy certificate with respect to the Project, The Ruby situated at Dadar.

However, it is extremely difficult in the volatile market scenario to predict profits in measurable terms.

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

Sd/-

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

Date: 13th February, 2019
Place : Mumbai

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto. A copy of notice along with all annexures is also available on the website of the Company viz. www.rubymills.com.
2. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with NSDL to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.
4. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
5. The Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on Friday, 22nd February, 2019. After the dispatch of the Notice, it shall also be displayed on the website of the Company (www.rubymills.com) and on the website of M/s. Big Share Services Private Limited (RTA) (www.bigshareonline.com).
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The voting on items included in the Notice cannot be exercised through proxy.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by National Securities Depository Limited (NSDL). The process for electronic voting is attached herewith.
9. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
10. In case of any queries, you may contact the Company at info@rubymills.com or at the following address: Ruby House, J. K. Sawant Marg, Dadar (West), Mumbai - 400 028 or contact the RTA, Bigshare Services Pvt. Ltd, at marketing@bigshareonline.com or at the following address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059, Maharashtra.

INSTRUCTIONS

A. Voting through Postal Ballot Form:

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 p.m. (IST) on or before Saturday on 30th March, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid for by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

B. Procedure for Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through the postal ballot form is made available to the members of the Company.
- II. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.
- III. The instructions for remote e-voting are as under:
 - The remote e-voting period commences on Friday, 1st March, 2019 at 09:00 A.M. and ends on Saturday, 30th March, 2019 at 05:00 P.M. During this period, shareholders of the Company holding shares either in physical form or in de-materialized form, as on Friday, 22nd February, 2019 may cast their vote by remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e voting.pdf".

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.nsdl.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.nsdl.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***.
<p>5. Your password details are given below:</p> <ol style="list-style-type: none"> 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'? <ol style="list-style-type: none"> 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, your 'initial password' is communicated to you on your postal address. 	
<p>6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:</p> <ol style="list-style-type: none"> 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.nsd.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. 	
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:

<p>How to cast your vote electronically on NSDL e-Voting system?</p> <ol style="list-style-type: none"> 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.
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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 makarandjoshi@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 at evoting@nsdl.co.in.

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THE RUBY MILLS LIMITED

Registered Office Ruby House, J K Sawant Marg, Dadar West, Mumbai 400028, India | CIN L17120MH1917PLC000447
T (+91 22) 24387800 / 30997800 | E info@rubymills.com | W www.rubymills.com

POSTAL BALLOT FORM

1. Name and Registered Address :
of the Sole/First named
Shareholder

2. Name(s) of the Jt. Holder(s) :
(if any)

3. Registered Folio No. / :
DP ID No. and Client ID No.

4. Number of Shares(s) held :

5. EVEN (e-Voting EVENT Number) :

6. User-ID :

7. Password :

I/We hereby exercise my/our vote(s) in respect of the following Resolution(s) to be passed through Postal Ballot for the Special Businesses stated in the Notice of the Company, dated 13th February, 2019 by conveying my / our Assent (FOR) or Dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Resolution	No. of Shares	(FOR)	(AGAINST)
			I/We assent to the Resolutions	I/We dissent to the Resolutions
1	Approval of Remuneration payable to Shri Purav H. Shah, Chief Executive Officer & Whole time Director of the Company, with effect from April 1, 2018 to March 31, 2021.			

Place :

Date :

Signature of the Shareholder

- Notes :** (1) Please read the instructions carefully before exercising your vote.
(2) Last date for receipt of Postal Ballot form by the Scrutinizer is Saturday, 30th March, 2019.

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ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	*Password

*Use Your Password

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Saturday, 30th March, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at makarandjoshi@mmjc.in, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor do he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. Friday, 22nd February, 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.