

Date: May 30, 2022



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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

With reference to SEBI Circular CIR/CFD/CMDI/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report duly signed by Shri. Vikas R Chomal, proprietor of M/s Vikas R Chomal and Associates, Practicing Company Secretary for the year ended March 31, 2022.

This is for your information and record.

Thanking you,

Yours faithfully,

For THE RUBY MILLS LIMITED

A handwritten signature in blue ink, appearing to read "P. H. Shah", with a horizontal line underneath.

Purav H. Shah
Chief Financial Officer, CEO and Whole-time Director

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

VIKAS R CHOMAL AND ASSOCIATES

PRACTICING COMPANY SECRETARIES

Head Office:A/B-201, Manas Bldg, Kharkar Alley, Thane West, Thane 400601.

Branch office:C/O Dalal Desai &Kumana, Chartered Accountants, Union Co.op Insurance Bldg,2ndFlr,23,P M Road,Fort Mumbai 400001.

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

SECRETARIAL COMPLIANCE REPORT OF THE RUBY MILLS LIMITED FOR THE YEAR ENDED MARCH 31, 2022

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

- (a) All the documents and records made available to me 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 March 31, 2022 (“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 to the Company for the reporting period;*

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: *Not applicable to the Company for the reporting period;*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: *Not applicable to the Company for the reporting period*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: *Not applicable to the Company for the reporting period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: *Not applicable to the Company for the reporting period*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: *Not applicable to the Company for the reporting period*
- (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 hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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
-	-	-	-

- (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 examination of those records.

(c) The following are the details of actions 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:
None

(d) The listed entity has taken the following actions to comply with the observations made in 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 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Result for the quarter ended 30 th June, 2020 submitted on 30 th September, 2020 thereby a delay of 15 days from the extended time by Securities and Exchange Board of India.	Result for the quarter ended 30 th June, 2020 submitted on 30 th September, 2020 thereby a delay of 15 days from the extended time by Securities and Exchange Board of India.	Fine Rs. 5,000/- per day for delay of 15 days was levied. Total amount paid by the Company Rs.88,500/- (Including GST) to the BSE Limited and to the National Stock Exchange respectively.	The said non-compliance was duly rectified by the Company by paying requisite penalty to the BSE and NSE Limited.
2	Delay in compliance for 1 day i.e. on 30 th September, 2020 under regulation 20(2A) for appointment of Independent Director Chairman for the quarter ended 30.09.2020. Further, there was delay of 15 days for the same regulation for the same appointment i.e. from 1 st October, 2020 to 15 th October, 2020 as the vacancy was filled on 16 th October, 2020 for the quarter ended 31 st December, 2020 by a suitable	Delay in compliance for 1 day i.e. on 30 th September, 2020 under regulation 20(2A) for appointment of Independent Director Chairman for the quarter ended 30.09.2020. Further, there was delay of 15 days for the same regulation for the same appointment i.e. from 1 st October, 2020 to 15 th October, 2020 as the vacancy was filled on 16 th October, 2020 for the quarter ended 31 st December, 2020 by a suitable replacement.	1) BSE Limited levied fine of Rs. 2,000/- per day (Rs.2360/- including GST) for delay of 1 day i.e. on 30 th September, 2020 and fine Rs.2,000/- per day for delay of 15 days (Rs. 35,400/- including GST) from 1 st October, 2020 to 15 th October, 2020. Total amount paid by the Company Rs.37,760/- to	The said non-compliance was duly rectified by the Company by paying requisite penalty to the BSE and NSE Limited.

	replacement.		<p>the BSE Limited.</p> <p>2) National Stock Exchange of India Limited</p> <p>levied fine of Rs. 2,000/- per day (Rs.2360/- including GST) for delay of 1 day i.e. on 30th September, 2020.</p> <p>Total amount paid by the Company Rs.2360/- to the National Stock Exchange of India Limited.</p>	
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Date: 30th May, 2022

Place: Mumbai

**For Vikas R. Chomal & Associates
Company Secretaries**

Vikas
Ramchand
ra Chomal

Digitally signed by
Vikas Ramchandra
Chomal
Date: 2022.05.30
21:12:02 +05'30'

Vikas Chomal

Proprietor

Membership No: F11623

CP No: 12133

UDIN: F011623D000436168

FIRM PEER REVIEW NO: S2013MH216500