



Date: 28th June 2021

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

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2021.

Reference: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019.

Dear Sir/Madam,

With reference to SEBI Circular CIR/CFD/CMD1/27/2019 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, 2021.

This is for your information and record.

For The Ruby Mills Limited


S. Jayaraman
Compliance Officer



THE RUBY MILLS LIMITED

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VIKAS R CHOMAL AND ASSOCIATES

PRACTICING COMPANY SECRETARIES

A/B-201, MANAS BLDG, KHAKAR ALLEY, THANE WEST – 400601

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Secretarial Compliance Report of The Ruby Mills Limited for the year ended 31st March, 2021.

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, 2021 ("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 for the reporting financial year;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - not applicable for the reporting financial year;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - not applicable for the reporting financial year;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - not applicable for the financial year;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) regulations, 2008 - not applicable for the financial year;
- (g) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) regulations, 2013- not applicable for the 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
1	Submission of financial results for the quarter ended 30 th June, 2020 as required under Regulation 33 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be submitted on or before 15 th September, 2020 as per extension given 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.	During the period under review, the Company vide a letter dated 10 th September, 2020 had written to BSE Limited and to the National Stock Exchange for further extension of 30 days from 15 th September, 2020 (Suo moto extended time by SEBI) for submission of financial results for quarter ended June 30 th , 2020 due to Nationwide lockdown announced from 23 rd March, 2020 till 7 th July, 2020 and thereafter only 10% staff was allowed to function and 10 employees of the Company majority from the Accounting and Finance



			Department were tested positive for Covid 19 and Company being manufacturing Company did not had the sufficient time to prepare financial results for quarter ended June 2020.
2	Composition of Stakeholders Relationship Committee as per Regulation 20 (2A) – At least three directors with at least one being an independent director shall be members of the Committee.	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 field on 16 th October, 2020 for the quarter ended 31 st December, 2020 by a suitable replacement.	<p>During the period under review, we have noticed that the tenure of Independent Director as the Chairman of the Stakeholders Relationship Committee was expired on 29th September, 2021. However, new appointment was made on 16th October, 2020. Delay was due to the below given reasons -</p> <ol style="list-style-type: none"> 1. Due to global pandemic country was under lockdown for long period in FY 2020-21 creating lot of difficulties in carrying out work for all companies. 2. Impossibility of Compliances due to spread of Covid 19 for several months in the entire nation. Corporates faced difficulties in complying with the Compliances under various regulations. 3. Members of the Board had been deliberating about the appointment of Independent Director in the SRC to comply with the requirements of Reg. 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 but lockdown situation made it extremely difficult for the management to carry out the assessment efficiently and find suitable candidate immediately for the post of independent director. Thus, Company was unable to comply with the provisions in timely manner. <p>Further, no meeting of SRC had been conducted from 1st April, 2020 to 16th October, 2020 as no</p>



		event as specified in Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
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(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.
1	BSE Limited and National Stock Exchange of India Limited	Delayed of 15 days in submission of financial results for the quarter ended 30 th June, 2020 as required under Regulation 33 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine Rs. 5,000/- per day for delay of 15 days. Total amount paid by the Company Rs.88,500/- (Including GST) to the BSE Limited and to the National Stock Exchange respectively. Kindly note: Company vide letter dated April 13, 2021 has received a refund of above fine from National Stock Exchange of India Limited on the request of the Company.	During the period under review, the Company vide a letter dated 10 th September had written to BSE Limited and to the National Stock Exchange for further extension of 30 days from 15 th September, 2020 (Suo moto extended time by SEBI) for submission of financial results for quarter ended June 30 th , 2020 due to Nationwide lockdown announced from 23 rd March, 2020 till 7 th July, 2020 and thereafter only 10% staff was allowed to function and 10 employees of the Company majority from Accounting and Finance Department were tested positive for Covid 19 and Company being manufacturing Company did not had the sufficient time to prepare financial results for quarter ended June 2020.



			The Company has also written to the BSE Limited for waiver of the fine. Reply from the BSE Limited is awaited till date.	
2	BSE Limited and National Stock Exchange of India Limited	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.	<p>1) BSE Limited levied fine of Rs. 2,000/- per day (Rs.2360/- including GST) for delay of 1 day i.e. on 30th September, 2020 and fine Rs.2,000/- per day for delay of 15 days (Rs. 35,400/- including GST) from 1st October, 2020 to 15th October, 2020. Total amount paid by the Company Rs.37,760/- to the BSE Limited.</p> <p>Kindly Note: BSE Limited vide email dated 07/05/2021 has waived the fine of Rs. 2,360/- on the request of the Company.</p> <p>2) National Stock Exchange of India Limited levied fine of Rs. 2,000/- per day (Rs.2360/- including GST) for delay of 1 day</p>	<p>During the period under review, we have noticed that the tenure of Independent Director as the Chairman of the Stakeholders Relationship Committee was expired on 29th September, 2021. However, new appointment was made on 16th October, 2020. Delay was due to the reasons -</p> <ol style="list-style-type: none"> 4. Due to global pandemic country was under lockdown for long period in FY 2020-21 creating lots of difficulties in carrying out works for all companies. 5. Impossibility of Compliances due to spread of Covid 19 for several months in the entire nation. Corporates faced difficulties in complying with the Compliances under various regulations. 6. Members of the Board had been deliberating about the appointment of Independent Director in the SRC to comply with the requirements of Reg. 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 but lockdown situation made it extremely difficult for the management to carry out the



		<p>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> <p>Kindly Note: Company has written to the National Stock Exchange of India Limited for waiver of the fine. Reply from National Stock Exchange is awaited till date.</p>	<p>assessment efficiently and find suitable candidate immediately for the post of independent director. Thus, Company was unable to comply with the provisions in timely manner.</p> <p>7. Further, no meeting of SRC had been conducted from 1st April, 2020 to 16th October, 2020 as no event as specified in Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.</p>
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(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

UDIN: A024941C000508314
FIRM PEER REVIEW NO: S2013MH216500

Date - 24/06/2021
Place - Mumbai



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

Vikas R Chomal
Proprietor
M. No: 24941
COP: 12133