



Date: 12th September, 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
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Subject: Submission of Voting Results along with Scrutinisers Report for postal ballot under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided electronic voting facility (“remote e-voting”) to its Members on resolutions set out in the Postal Ballot Notice of the Company dated 12th August, 2022 seeking approval of the members with respect to the following:

1. Increase in Authorised Share Capital of the company and consequential amendment in Memorandum of Association of the Company
2. Issue of Bonus Equity Shares

The Board had appointed Mr. Makarand M. Joshi (FCS 5533), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries or failing him Mrs. Kumudini Bhalerao (FCS 6667), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer in the Board meeting dated 10th August, 2022 to scrutinize the entire voting process in a fair and transparent manner.

As per the Scrutinizer’s Report, the Members of the Company have approved the resolutions as embodied in the Postal Ballot Notice issued on 12th August, 2022 for the aforesaid resolutions.

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 Postal Ballot (conducted from August 13, 2022 to September 11, 2022) in the prescribed format along with the Scrutinizer’s report on e-voting.

THE RUBY MILLS LIMITED

Registered Office Ruby House, J K Sawant Marg, Dadar West, Mumbai 400028, India | CIN L17120MH1917PLC000447

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The Voting Results along with the Scrutinizer's Report is also available on the website of the Company viz. www.rubymills.com and website of the Stock Exchange i.e. National Stock Exchange Limited (NSE) at www.nseindia.com and Bombay Stock Exchange Limited (BSE) at www.bseindia.com

Kindly take the same in your record.

For THE RUBY MILLS LIMITED

Purav

Hiren Shah

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Purav Hiren Shah
Date: 2022.09.12
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Purav H. Shah

Chief Financial Officer, CEO & Whole-time Director

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MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Report of Scrutinizer for Voting through E-voting on Postal Ballot
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of
the Companies (Management and Administration) Rules 2014]

To
Mr. Hiren Manharlal Shah
Chairman
The Ruby Mills Limited
Ruby House, J. K. Samant Marg, Dadar Mumbai Maharashtra- 400028

Dear Sir,

Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

- A. Pursuant to the resolution passed by the Board of Directors of **The Ruby Mills Limited** (hereinafter referred as "**the Company**") on 10th August, 2022, I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Company Secretaries, have been appointed as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes casted in respect of the resolution set out in the Postal Ballot Notice dated 12th August, 2022 (hereinafter referred as "**Notice**").
- B. Member's approval were sought for approving the following Special Businesses i.e.,
- i. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.
 - ii. Issue of Bonus equity shares.
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice and explanatory statement along with the process of E-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 8th December 2021 and 5th May 2022 and SEBI Circular dated 12th May, 2020, 28th September 2020, 15th January, 2021 and 13th May, 2022 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on 12th August, 2022 to the members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Thursday, August 11, 2022 ("cut-off-date").

- D. The remote e-voting facility was provided by National Securities Depository Limited (“NSDL”).
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.
- F. The voting period commenced on Saturday, 13th August, 2022 at 9.00 A.M. (IST) and ended on Sunday, 11th September, 2022 at 5.00 P.M. (IST) for voting through e-voting.
- G. The e-voting were blocked at 5:00 P.M. (IST) on Sunday, 11th September, 2022 and the e-voting summary statement was downloaded from e-voting website of NSDL.
- H. The Members holding shares as on the "cut off" date i.e. Thursday, 11th August, 2022, were entitled to vote on the proposed resolutions.
- I. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.

Result of the Postal Ballot through e-voting is as under:

Resolution Item No. 1: Ordinary Resolution

Increase in authorised share capital of the Company and consequential amendment in Memorandum of Association of the Company.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E - Voting through Postal Ballot	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		41,96,580	6,84,224	16.30	6,84,119	105	99.98	0.02
Total		1,67,20,000	98,76,684	59.07	98,76,579	105	100.00	0.00

Resolution Item No. 2: Ordinary Resolution

Issue of Bonus Equity Shares

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E - Voting through Postal Ballot	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		41,96,580	6,84,224	16.30	6,84,119	105	99.98	0.02
Total		1,67,20,000	98,76,684	59.07	98,76,579	105	100.00	0.00

J. The aforesaid resolutions were passed by requisite majority

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

MAKARAND Digitally signed by
MAKARAND
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DAN JOSHI Date: 2022.09.12
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**Makarand M. Joshi
Partner**

FCS No.: 5533

CP No.: 3662

PR No.: 640/2019

UDIN: F005533D000958397

Place: Mumbai

Date: 12th September, 2022

For The Ruby Mills Limited

Hiren Digitally signed by
Manharlal Hiren Manharlal
Shah Shah
Date: 2022.09.12
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**Hiren Manharlal Shah
Director and Chairman
DIN: 00071077
Place: Mumbai
Date: 12th September 2022**