



Date: 27th 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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Dear Sir(s),

Sub: Submission of Voting Results along with Scrutinisers Report for the 106th Annual General Meeting under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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") and facility to vote electronically at the Venue of the Annual General Meeting (AGM) to its Members on resolutions set out in the Notice of the 106th Annual General Meeting ('AGM') of the Company which was duly convened on 23rd September, 2022 at 4:30 P.M.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results and Consolidated Report of the Scrutinizers, dated 26th September, 2022 on remote e-voting and e-voting at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company viz. www.rubymills.com. The AGM concluded at 7:00 P.M. (IST).

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For THE RUBY MILLS LIMITED

**Anuradha Tendulkar
Company Secretary and Compliance Officer**

THE RUBY MILLS LIMITED

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

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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 (Ph) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

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

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 106th Annual General Meeting (AGM) of the shareholders of the Company, held on Friday, 23rd September, 2022 at 4:30 P.M. at The Ruby, Lobby level, 29 Senapati Bapat Marg, Dadar, Mumbai 400028 ("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., Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 10th August, 2022, 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 Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) Electronic voting (e-voting) at the AGM under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 106th AGM held on Friday, 23rd September, 2022 at 4:30 P.M.
- B. The Company had availed the remote e-voting facility provided by NDSL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, 20th September, 2022 at 9:00 A.M. and ended on Thursday, 22nd September, 2022 at 5:00 P.M. (IST) and the NDSL remote e-voting portal was blocked for voting thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer's Report dated 26th September, 2022.
- D. 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.



E. The report on e-voting done at the AGM was generated by Mr. Aditya Totla and Ms. Nimisha Jain (Authorized representatives)

Date of AGM	23 rd September, 2022
Total number of shareholders on record date (i.e., as on 16 th September, 2022)	13,272
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	13
Public	36
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	Not Applicable
Public	



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, 2022 together with the Report of the Board of Directors and Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	Remote E-Voting	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
		E-Voting at AGM		31,55,860	25.20	31,55,860	0	100.00	0.00
		Total		1,23,48,320	98.60	1,23,48,320	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	41,96,580	6,01,880	14.34	5,91,779	10,101	98.32	1.68
		E-Voting at AGM		56,810	1.35	56,810	0	100.00	0.00
		Total		6,58,690	15.70	6,48,589	10,101	98.47	1.53
Total			1,67,20,000	1,30,07,010	77.79	1,29,96,909	10,101	99.92	0.08



Resolution Item No. 2 - Ordinary Resolution:

To declare the final dividend on Equity Shares for the Financial Year ended 31st March, 2022.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	Remote E-Voting	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
		E-Voting at AGM		31,55,860	25.20	31,55,860	0	100.00	0.00
		Total		1,23,48,320	98.60	1,23,48,320	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	41,96,580	6,01,880	14.34	5,91,779	10,101	98.32	1.68
		E-Voting at AGM		56,810	1.35	56,810	0	100.00	0.00
		Total		6,58,690	15.70	6,48,589	10,101	98.47	1.53
Total			1,67,20,000	1,30,07,010	77.79	1,29,96,909	10,101	99.92	0.08



Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Shri. Viraj Manharlal Shah (DIN - 00071616) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	Remote E-Voting	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
		E-Voting at AGM		31,55,860	25.20	31,55,860	0	100.00	0.00
		Total		1,23,48,320	98.60	1,23,48,320	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	41,96,580	6,01,855	14.34	5,91,754	10,101	98.32	1.68
		E-Voting at AGM		56,810	1.35	56,810	0	100.00	0.00
		Total		6,58,665	15.70	6,48,564	10,101	98.47	1.53
Total			1,67,20,000	1,30,06,985	77.79	1,29,96,884	10,101	99.92	0.08



Resolution Item No. 4 - Ordinary Resolution:

To consider and approve the re-appointment of Statutory Auditor of the company.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	Remote E-Voting	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
		E-Voting at AGM		31,55,860	25.20	31,55,860	0	100.00	0.00
		Total		1,23,48,320	98.60	1,23,48,320	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	41,96,580	6,01,880	14.34	5,91,779	10,101	98.32	1.68
		E-Voting at AGM		56,810	1.35	56,810	0	100.00	0.00
		Total		6,58,690	15.70	6,48,589	10,101	98.47	1.53
Total			1,67,20,000	1,30,07,010	77.79	1,29,96,909	10,101	99.92	0.08



Resolution Item No. 5 - Ordinary Resolution:

Ratification of Cost Auditor Remuneration for the financial year 2022-23.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	Remote E-Voting	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
		E-Voting at AGM		31,55,860	25.20	31,55,860	0	100.00	0.00
		Total		1,23,48,320	98.60	1,23,48,320	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	41,96,580	6,01,880	14.34	5,91,779	10,101	98.32	1.68
		E-Voting at AGM		56,810	1.35	56,810	0	100.00	0.00
		Total		6,58,690	15.70	6,48,589	10,101	98.47	1.53
Total			1,67,20,000	1,30,07,010	77.79	1,29,96,909	10,101	99.92	0.08



Resolution Item No. 6 - Special Resolution:

Re-appointment of Shri. Mehernosh Rusi Currawalla (DIN:01089742) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*10 0	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	Remote E-Voting	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
		E-Voting at AGM		31,55,860	25.20	31,55,860	0	100.00	0.00
		Total		1,23,48,320	98.60	1,23,48,320	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	41,96,580	6,01,880	14.34	5,91,779	10,101	98.32	1.68
		E-Voting at AGM		56,810	1.35	56,810	0	100.00	0.00
		Total		6,58,690	15.70	6,48,589	10,101	98.47	1.53
Total			1,67,20,000	1,30,07,010	77.79	1,29,96,909	10,101	99.92	0.08



Resolution Item No. 7 - Special Resolution:

Re-appointment of Shri. Purav Hiren Shah (DIN: 00123460) Chief Executive Officer and Chief Financial Officer of the Company as the Executive (Whole time) Director of the Company w.e.f. 13th December 2022 to 12th December 2027 and to fix his remuneration.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{(1)}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	Remote E-Voting	1,25,23,420	91,92,460	73.40	91,92,460	0	100.00	0.00
		E-Voting at AGM		31,55,860	25.20	31,55,860	0	100.00	0.00
		Total		1,23,48,320	98.60	1,23,48,320	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	41,96,580	6,01,880	14.34	5,91,769	10,111	98.32	1.68
		E-Voting at AGM		56,810	1.35	56,810	0	100.00	0.00
		Total		6,58,690	15.70	6,48,579	10,111	98.46	1.54
Total			1,67,20,000	1,30,07,010	77.79	1,29,96,899	10,111	99.92	0.08



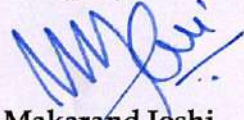
F. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

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



**Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
PR No. 640/2019
UDIN: F005533D001048806
Place: Mumbai
Date: 26th September, 2022**



For The Ruby Mills Limited

Hiren
Manharlal
Shah

Digitally signed by
Hiren Manharlal Shah
Date: 2022.09.27
18:17:24 +05'30'

**Hiren Manharlal Shah
Director and Chairman
DIN: 00071077
Place: Mumbai
Date: 27th September, 2022**