

Date: 20th September, 2019

To, National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra - Kurla Complex, Bandra (East), Mumbai- 400 051. Symbol: RUBYMILLS	To, BSE Limited. Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai – 400 001. Scrip Code: 503169
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Dear Sirs,

Subject: Proceedings of the 103rd Annual General Meeting held on 20th September, 2019

The 103rd Annual General Meeting of The Ruby Mills Limited, was held on 20th September, 2019 at 04:30 P.M. at the Registered Office of the Company situated at Ruby House, J. K Sawant Marg, Dadar (West)-400028.

The Company Secretary welcomed all the members at the meeting. After ascertaining that the requisite quorum was present, the Company Secretary declared the meeting to be in order. Thereafter, Company Secretary introduced all the Directors present in the meeting.

Shri Hiren M. Shah chaired the meeting and welcomed all the Members.

Thereafter, Company Secretary requested Shri Hiren M. Shah, Executive Chairman of the Company to address the shareholders. Shri Hiren M. Shah, Executive Chairman apprised all the Members on the corporate developments during the year and overall performance of the company.

With the consent of the shareholders present at the meeting, the Notice and explanatory Statement of the 103rd AGM, Statutory Auditors Report and Secretarial Audit Report was taken as read.

Members were also given the opportunity to ask questions and seek clarifications. The members raised queries, sought clarifications and gave their suggestions. The management provided necessary clarifications and addressed all the queries raised by the members.

Post the question and answer section, the Chairman thanked the members present at the meeting and then authorised Company Secretary to carry out the voting through Ballot.





The Company Secretary then proceeded and placed the following agenda items for proposal and secondment.

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon.
2. To declare the final dividend on Equity Shares for the Financial Year ended 31st March, 2019.
3. To appoint a Director in place of Shri. Bharat M. Shah (holding DIN - 00071248) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Special Business:

4. Ratification of Cost Auditor Remuneration.
5. Re-appointment of Shri Shardul J. Thacker (DIN:00153001) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

All the above agenda matters were duly proposed and seconded by the members present.

The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2015, the Company had provided electronic voting facility (remote e-voting) to the members entitled to cast their vote at the Annual General Meeting (AGM).

The Remote E-Voting process was carried out by the company between 16th September, 2019 (from 09:00 am) till 19th September, 2019 (up to 05:00 pm) with cut-off date for determining the entitlement for vote of shareholders as 13th September, 2019. The Company had also provided the option of voting through Ballot Papers at the AGM.

Mr. Makarand M Joshi, Partner of M/s Makarand M Joshi & Co., Company Secretaries in practice was appointed as Scrutinizer for the purpose of conducting remote e-voting as well as for votes through Ballot papers at the AGM in a fair and transparent manner.

The meeting was concluded with a vote of thanks to those present.

After the Conclusion of 103rd Annual General Meeting, M/s Makarand M Joshi & Co, Company Secretaries and Scrutinizers took the custody of the ballot box and the remote e-voting at the venue of the meeting.

This is for your information and record





Note:

The Company will separately intimate the stock exchanges the results of e-voting and Physical voting done at the AGM.

**Yours faithfully,
For The Ruby Mills Limited**

**Naina Kanagat
Company Secretary**

Membership Number: ACS 46600

