



The Ruby Mills Ltd.

RUBY HOUSE, J. K. SAWANT, MARG, DADAR, MUMBAI 400 028.

CERTIFIED TRUE COPY OF MINUTES OF THE 96TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE RUBY MILLS LIMITED HELD ON MONDAY, THE 24TH SEPTEMBER, 2012 AT 04.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT RUBY HOUSE, J.K.SAWANT MARG, DADAR (W), MUMBAI-400 028.

PRESENT:-

- | | |
|----------------------------|--|
| 1) Shri M.C. Shah | - Executive Chairman (Member) |
| 2) Shri Hiren M. Shah | - Managing Director (Member) |
| 3) Shri Bharat M. Shah | - Jt. Managing Director (Member) |
| 4) Shri Shardul.J. Thacker | - Chairman, Audit committee & Independent Director |
| 5) Shri Shanuk J. Thacker | - Independent Director |

By Special Invitation

- | | |
|--------------------|---|
| Shri B.V. Dholakia | - Dholakia & Associates, Practicing Company Secretary |
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In Attendance:-

- | | |
|----------------------------|--|
| 1) Shri. P.H.Shah | - President (Member) |
| 2) Shri S. Jayaraman | - Chief Financial Officer |
| 3) Shri Pankaj J. Parkhiya | - Company Secretary & Compliance Officer |

And 32 Members were present at the meeting as per the Attendance Register/Slips.

CHAIRMAN

Shri M.C. Shah, Executive Chairman, presided the Meeting.

QUORUM

The Requisite quorum being present the Chairman declared the meeting open and he welcomed the members attending the meeting.

PROXIES AND AUTHORISATIONS

The Chairman stated that total 7 Proxies, representing 480355 equity shares and 3 Corporate authorization in respect of 1791535 equity shares were received.

INTRODUCTION

The Chairman introduced, the Directors present at the meeting and stated that Shri Shardul J. Thacker, the Chairman of the Audit Committee was present at the meeting.

REGISTER OF DIRECTORS' SHAREHOLDING

The Chairman informed the members that Register of Directors' Shareholding was available for inspection of Members and the same can be inspected by any Member till the conclusion of the meeting.



NOTICE

With the permission of Members present, the Notice convening the 96th Annual General Meeting was taken as read.

AUDIT REPORT

At the request of the Chairman Shri Pankaj J. Parkhiya, Company Secretary read the Auditors Report.

ITEM NO.1

ADOPTION OF AUDITED BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

Shri Prasand T. Manjrekar proposed the following as an Ordinary Resolution which was seconded by Shri R. R. Sheth:

"RESOLVED THAT the audited Balance Sheet as at March 31, 2012 and Profit and Loss Account for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Directors Report and Report of the Auditors thereon as placed before this meeting be and are hereby received, approved and adopted."

Before putting the Resolution to vote, the Chairman stated that he would answer any question with regard to the accounts of the Company.

Thereafter, 5 (five) shareholders namely Shri Rajendra J. Saboo, Shri Prasand Manjrekar, Shri K.S. Batra, Shri Nariman H. Daruwalla and Shri Ranjanben Rasiklal Sheth spoke on various aspects of Accounts and, the Business of the Company.

Most of the shareholders asked about status of the Real Estate Project such as

1. How much Percentage of Real Estate project completed?
2. How much time it will take more to complete the project?
3. Total available area and how much area given for Leave and License and outright sales?
4. What is Development Rights?
5. Performance of Textiles Segment etc.?

They also asked the views of the Chairman about the impact of the rising inflation on the business of the Company. The Chairman, Managing Director and Joint Managing Director then answered the queries of all the shareholders satisfactorily.

Thereafter, the Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 2

DECLARATION OF DIVIDEND

Shri Hasmukhlal T. Vora proposed the following as an Ordinary Resolution which was seconded by Shri Tejani Zarina Sultanali:



"RESOLVED THAT pursuant to the recommendation of the Directors, dividend at the rate of Rs.5.00 per Equity Share of Rs. 10/- each (50%) on 41,80,000 Equity Shares of the Company, for the year ended on 31st March, 2012 aggregating to Rs. 2,09,00,000/- be and is hereby declared out of the current year's profit of the Company and that the same be paid to the members whose names appear on the Register of members of the Company on 14th September, 2012."

The Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 3

RE-APPOINTMENT OF SHRI J.D. MASANI

Shri R. R. Sheth proposed the following as an Ordinary Resolution which was seconded by Shri Nariman H. Daruwalla:

"RESOLVED THAT Shri J.D. Masani, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re - appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation."

The Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 4

RE-APPOINTMENT OF SHRI DILIP J. THAKKAR

Shri Janak Mathuradas proposed the following as an Ordinary Resolution which was seconded by Shri Pradip Shah:

"RESOLVED THAT Shri Dilip J. Thakkar, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re - appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation."

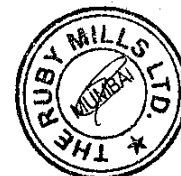
The Resolution was put to vote by show of hands, and was passed unanimously.

At this stage the Chairman being interested requested Shri Shardul J. Thacker, the Independent Director to take Chair to continue the proceedings of the meeting. Shri Shardul J. Thacker took the Chair and conducted the proceedings.

ITEM NO. 5

RE-APPOINTMENT OF SMT. ARUNA M. SHAH

Shri Shailesh Shah proposed the following as an Ordinary Resolution which was seconded by Shri R.R. Sheth:



"RESOLVED THAT Smt. Aruna M. Shah, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation."

The Resolution was put to vote by show of hands, and was passed unanimously.

Thereafter, Shri Shardul J. Thacker vacated the Chair and Shri M. C. Shah, Executive Chairman re-occupied the Chair and thanked Shri Shardul J. Thacker and conducted the rest of the proceedings.

ITEM NO. 6

RE-APPOINTMENT OF STATUTORY AUDITOR M/S. B.S. MEHTA & CO.

Shri Nariman H. Daruwalla proposed the following as an Ordinary Resolution which was seconded by Shri Kavita Arjan Chhabria:

"RESOLVED THAT M/s. B.S. Mehta & Co., Chartered Accountants, Mumbai, (Firm Registration No.106190W) holding valid peer review certificate be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company upon the recommendation of the Audit Committee."

The Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 7

REGULARIZATION OF APPOINTMENT OF SHRI SHAUNAK J. THACKER AS A DIRECTOR

Shri Shailesh Shah proposed the following as an Ordinary Resolution which was seconded by Shri Janak Mathuradas:

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, approval of the members be and is hereby accorded to the appointment of Shri Shaunak J. Thacker, as a Director of the Company, who was appointed as an Additional Director with effect from 16th January, 2012 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 and Article 138 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, proposing his candidature for the office of a Director."

The Resolution was put to vote by show of hands, and was passed unanimously.



ITEM NO. 8

PAYMENT OF REMUNERATION TO SHRI M.C. SHAH, EXECUTIVE CHAIRMAN FOR THE BALANCE PERIOD OF HIS TERM OF THE APPOINTMENT FROM 1ST APRIL, 2012 TO 31ST MARCH, 2014

The Chairman being interested requested Shri Shardul J. Thacker, the Independent Director to take Chair to continue the proceedings of the meeting. Shri Shardul J. Thacker took the Chair and conducted the proceedings.

Shri Nariman H. Daruwalla proposed the following as a Special Resolution which was seconded by Shri Prasad T. Manjrekar:

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for payment of an existing remuneration of Rs. 12,50,000/- per month inclusive of perquisites as minimum remuneration to Shri Manharlal C. Shah, Executive Chairman for the remaining period of his tenure of appointment i.e. from 1st April, 2012 to 31st March, 2014 with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof."

The Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 9

PAYMENT OF REMUNERATION TO SHRI H.M. SHAH, MANAGING DIRECTOR FOR THE BALANCE PERIOD OF HIS TERM OF THE APPOINTMENT FROM 1ST APRIL, 2012 TO 31ST MARCH, 2014

Shri Hasmukh Vora proposed the following as a Special Resolution which was seconded by Shri Shailesh R. Shah:

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for payment of an existing remuneration of Rs. 9,00,000/- per month inclusive of perquisites as minimum remuneration to Shri Hiren M. Shah, Managing Director for the remaining period of his tenure of appointment i.e. from 1st April, 2012 to 31st March, 2014 with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof."



The Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 10

PAYMENT OF REMUNERATION TO SHRI B.M. SHAH, JOINT MANAGING DIRECTOR FOR THE BALANCE PERIOD OF HIS TERM OF THE APPOINTMENT FROM 1ST APRIL, 2012 TO 31ST MARCH, 2014.

Shri Janak Mathuradas proposed the following as a Special Resolution which was seconded by Shri Haritkumar Ramji Sheth:

“RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for payment of an existing remuneration of Rs. 9,00,000/- per month inclusive of perquisites as minimum remuneration to Shri Bharat M. Shah, Joint Managing Director for the remaining period of his tenure of appointment i.e. from 1st April, 2012 to 31st March, 2014 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.”

The Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 11

PAYMENT OF REMUNERATION TO SHRI V.M. SHAH, EXECUTIVE DIRECTOR FOR THE BALANCE PERIOD OF HIS TERM OF THE APPOINTMENT FROM 1ST APRIL, 2012 TO 31ST MARCH, 2014.

Shri Prasand T. Manjrekar proposed the following as a Special Resolution which was seconded by Shri Janak Mathuradas:

“RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for payment of an existing remuneration of Rs. 9,00,000/- per month inclusive of perquisites as minimum remuneration to Shri Viraj M. Shah, Executive Director for the remaining period of his tenure of appointment i.e. from 1st April, 2012 to 31st March, 2014 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.”

The Resolution was put to vote by show of hands, and was passed unanimously.



Thereafter, Shri Shardul J. Thacker requested Shri M. C. Shah to take the Chair. Shri M. C. Shah thanked Shri Shardul J. Thacker and continued the proceedings of the Meeting.

ITEM NO. 12

SUB-DIVISION OF EQUITY SHARES OF THE COMPANY

Shri Janak Mathuradas proposed the following as a Special Resolution which was seconded by Shri Nariman H. Daruwalla:

"RESOLVED that pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) read with Article 6(d) of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the Central Government and/or Statutory Authorities, each of the 50,00,000 equity shares of the nominal value of Rs.10/- (Rupees Ten only) each in the Authorised Share Capital of the Company be and is hereby sub-divided into 1,00,00,000 (one crore) equity shares of Rs.5/- (Rupees five only) each.

"RESOLVED FURTHER that pursuant to the sub-division of the Equity Shares of the Company, the 41,80,000 (Forty one lacs eighty thousand) Issued, Subscribed and paid-up Equity shares of the face value of Rs.10/- (Rupees Ten) each, shall stand sub-divided into 83,60,000 (Eighty three lacs eighty six thousand) Equity Shares of the face value of Rs.5/- (Rupees Five) each."

"RESOLVED FURTHER that upon sub-division of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions of Companies (Issue of Share Certificates) Rules, 1960 and in the case of Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

The Resolution was put to vote by show of hands, and was passed unanimously.



ITEM NO. 13

ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Shri Janak Mathuradas proposed the following as an Ordinary Resolution which was seconded by Shri Haritkumar Ramji:

“RESOLVED that pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the existing Clause V (being Capital Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in its place and stead:

“V. “The Authorised Share Capital of the Company is Rs. 5,00,00,000(Rupees Five Crore only) divided into 1,00,00,000 Equity Shares of Rs.5/- each.”

The Resolution was put to vote by show of hands, and was passed unanimously.

ITEM NO. 14

ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY

Shri Janak Mathuradas proposed the following as a Special Resolution which was seconded by Shri Nariman H. Daruwalla:

“RESOLVED THAT pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the existing Article 3 of the Articles of Association of the Company, be and is hereby altered and substituted as follows:

3. The present Authorised Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crore only) divided into 1,00,00,000 Equity Shares of Rs.5/- (Rupees five only) each.”

The Resolution was put to vote by show of hands, and was passed unanimously.

VOTE OF THANKS

There being no further business to transact, Shri Janak Mathuradas proposed a Vote of Thanks to the Chair and then the Chairman declared the 96th Annual General Meeting as concluded.

**-CERTIFIED TRUE COPY-
For Ruby Mills Limited**



A handwritten signature in black ink, appearing to read "Pankaj J. Parkhiya".

**Pankaj J. Parkhiya
Company Secretary**

Date: 15th October, 2012