



The Ruby Mills Ltd.

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

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT 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.

"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 ₹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 ₹ 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 lac eighty thousand) Issued, Subscribed and paid-up Equity shares of the face value of ₹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 ₹ 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 ₹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."

**-CERTIFIED TRUE COPY-
For THE RUBY MILLS LIMITED**

Place: Mumbai
Date: 6th November, 2012



**Pankaj J. Parkhiya
Company Secretary**

The Ruby Mills Ltd.

MUMBAI

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 FOR ITEM No. 12 OF THE NOTICE

The equity shares of the Company are presently listed and actively traded on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).

In order to further improve the liquidity of your Company's shares, widen the shareholder base and encourage greater participation by small investors, the Board of Directors at their meeting held on August 14, 2012, considered it desirable to sub-divide (split the face value) the existing nominal value of the equity shares of the Company subject to the approval of the Shareholders and all concerned Statutory Authorities. It is expected that if shares are further sub divided, it may create affordability among the investors and result into higher volume of transactions at the Stock Markets.

The Record Date i.e. the date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval and will be notified through the Stock Exchanges.

The Authorised Equity Capital of the Company as on date is ₹ 5,00,00,000 divided into 50,00,000 Equity Shares of ₹ 10/- each. It is proposed to sub-divide the nominal value of equity share capital of the Company from the present ₹ 10/- paid-up into ₹ 5/- paid up. The proposal of the Company to sub divide its shares into a smaller amount is permissible as per Section 94 (1) (d) of the Companies Act, 1956. The sub division of shares also calls for the corresponding amendment in Clause V of the Memorandum of Association and Article 3 of Article of Association of the Company, subject to the approval of shareholders.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Company and the investors and hence commends passing of the Resolution at Item Nos. 12, 13 & 14 as Ordinary Resolutions and Special Resolution respectively.

The Directors of the Company may be deemed to be concerned or interested in the above resolution to the extent of respective equity shares in the Company held by them. Except as aforesaid none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

**-CERTIFIED TRUE COPY-
For THE RUBY MILLS LIMITED**



Pankaj J.

**Pankaj J. Parkhiya
Company Secretary**

Place: Mumbai

Date: 6th November, 2012



The Ruby Mills Ltd.

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

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE 178TH MEETING OF BOARD OF DIRECTORS OF THE RUBY MILLS LIMITED HELD ON TUESDAY, THE 14TH AUGUST, 2012 AT RUBY HOUSE, 11TH FLOOR, J.K. SAWANT MARG, DADAR (W), MUMBAI 400028.

"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 approval of members of the Company 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 lac 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."



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"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."

**-Certified True Copy-
For The Ruby Mills Limited**



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

**(Pankaj Parkhiya)
Company Secretary**

Place: Mumbai
Date: 6th November, 2012