



The Ruby Mills Ltd.

Date: 27th September, 2017

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	Dy. General Manager Corporate Relations Department (Listing) The BSE Limited P. J. Towers, 25 th Floor, Dalal Street, Fort, Mumbai-400 001. Code: 503169
--	---

Dear Sirs,

Sub: - Proceeding of the 101st Annual General Meeting held on 27TH September, 2017 and outcome of Voting Results pursuant to Regulation 44 of the Listing Regulations , 2015.

Proceedings of the 101st Annual General Meeting of The Ruby Mills Limited, held on 27th September, 2017 at 4.30 p.m. at the registered office of the Company situated at Ruby House, J.K. Sawant Marg, Dadar (w), Mumbai – 400028.

Shri Hiren M. Shah Chaired the meeting. Directors were then introduced by the Company Secretary of the meeting. With the consent of the Shareholders, the notice convening meeting and the Auditors report were taken as read.

The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Amendment 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 between 24th September, 2017 (from 9.00 a.m.) and 26th September, 2017 (upto 5.00 p.m.) with cut-off date for determining the entitlement for vote of shareholders being 20th September, 2017. The Company had also provided the option of voting through Ballot Papers at the AGM held on 27th September, 2017.

Mr. Makarand M Joshi, Partner of M/s. Makarand M Joshi & Co., Company Secretaries in practice, were appointed as a 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.

Members were also given the opportunity to ask questions and seek clarifications. The Chairman responded to the questions raised.

Post the question and answer section, the Chairman thanked the members present at the meeting and then concluded the meeting by authorizing Company Secretary to carry out the voting though Ballot. He

REGD. OFFICE : Ruby House, J. K. Sawant Marg, Dadar (West), Mumbai - 400 028.

Tel.: +91-22-2438 7800 / 3099 7800 • Fax: +91-22-2437 8125 • E-mail: info@rubymills.com • Web: www.rubymills.com
CIN : L17120MH1917PLC000447

The Ruby Mills Ltd.

further informed that the voting results will be made available on the website of the Company and NSDL within 48 hours of the conclusion of the Meeting.

After the conclusion of Annual General Meeting, M/s. Makarand M Joshi & Co. has submitted their remote e-Voting and Ballot paper Report on 27th September, 2017.

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Reports of the Scrutinizer dated 27th September, 2017 is enclosed herewith.

All the resolution as set out in the Notice of 101st Annual General Meeting of the Company have been duly approved by the shareholders with requisite majority. Please take the same on record.

Yours faithfully,

For The Ruby Mills limited



Kanika Kabra

Company Secretary

DISCLOSURE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Re: Change in Statutory Auditors

Further to our Notice of Annual General Meeting dated 14th August, 2017, we wish to inform you that shareholders of the Company at the 101st Annual General Meeting of the Company held on 27th September, 2017 approved the appointment of M/s. CNK & Associates LLP, Chartered Accountant (Firm Registration No. 101961W) as the Statutory Auditor of the Company in place of M/s. B. S. Mehta & Co. for a period of 5 years from the conclusion of 101st AGM till the conclusion of 106th Annual General Meeting of the Company, subject to ratification of their appointment at every AGM.

The detailed disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows:

Reason for Change: Compliance with mandatory rotational retirement of Auditors as provided under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Term of Appointment: 5 years (subject to ratification at every AGM)

Brief Profile:

M/s. CNK & Associates LLP, Chartered Accountant

M/s. CNK & Associates LLP, Chartered Accountant (ICAI Firm Registration No. 101961W) is a Firm of Chartered Accountants registered with the Institute of Chartered Accountant of India (ICAI).

Their registered office is situated at Mistry Bhavan, 3rd Floor, Dinshaw Vachha Road, Churchgate, Mumbai 400 020, and they have branch offices in various cities of India.

The said audit firm holds a valid Peer Review Certificate issued by the peer Review Board of ICAI.

For The Ruby Mills limited



**Kanika Kabra
Company Secretary**

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080 (T) 022-21678100

Consolidated Report of Scrutinizer on remote e-voting and voting at the 101st Annual General Meeting

To,

The Chairman,

Of 101st Annual General Meeting (AGM) of the Shareholders of The Ruby Mills Limited (hereinafter referred as the “Company”) held on Wednesday, 27th September, 2017, at 4.30 P.M. at the registered office of the Company at Ruby House, J.K. Sawant Marg, Dadar (W), Mumbai-400028.

Dear Sir,

Re: Scrutinizer’s Report on voting through remote e-voting and voting at the AGM in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 14th August, 2017 to conduct the following:
- (i) **Remote e-voting** process of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Wednesday, 27th September, 2017.
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Sunday, 24th September, 2017 (9.00 am) and ended on Tuesday, 26th September, 2017 (5.00 pm) and the National Securities Depository Limited (NSDL) remote e-voting platform was unblocked thereafter.



- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated 27th September, 2017.
- D. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- E. 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 and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- F. The report on voting done at the AGM was generated in my presence along with Mr. Harshad Babade and Ms. Nandini Agarwal.
- G. On the basis of the votes exercised by the shareholders of the Company by way of voting at the AGM of the Company held on Wednesday, 27th September, 2017 I have issued Scrutinizer's Report dated 27th September, 2017.



Resolution Item No. 1 - Ordinary Resolution:

Consider and adopt Annual Audited Financial Statements of the Company for the year ended 31st March, 2017 together with Reports of Board of Directors and Auditor's thereon:

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares $[(2)/(1)]*100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*$ 100
		(1)	(2)	(3)= $[(2)/(1)]*100$	(4)	(5)	(6)= $[(4)/(2)]*100$	(7)=[(5)/(2)]*
Promoter and Promoter Group	Remote E-Voting	12523420	11640220	92.95	11640220	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549213	13.24	549211	2	100.00	0.00
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621481	14.98	621479	2	100.00	0.00
Total		16720000	13144901	78.62	13144899	2	100.00	0.00

*No. of votes polled does not include 'no. of votes invalid'



Resolution Item No. 2 - Ordinary Resolution:

Approval for Declaration of Final Dividend for the Financial Year 2016-17:

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	12523420	11640220	92.95	11640220	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549223	13.24	549221	2	100.00	0.00
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621491	14.98	621489	2	100.00	0.00
Total		16720000	13144911	78.62	13144909	2	100.00	0.00

No. of votes polled does not include 'no. of votes invalid'

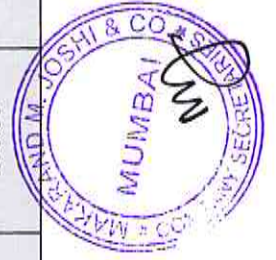


Resolution Item No. 3 - Ordinary Resolution:

Re-appointment of Shri Viraj M Shah (DIN 00071616), who retire by rotation and being eligible offer himself for re-appointment as Managing Director:

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	12523420	10853700	86.67	10853700	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		11736900	93.72	11736900	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	548723	13.23	548691	32	99.99	0.01
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		620991	14.97	620959	32	99.99	0.01
Total		16720000	12357891	73.91	12357859	32	100.00	0.00

*No. of votes polled does not include 'no. of votes invalid'

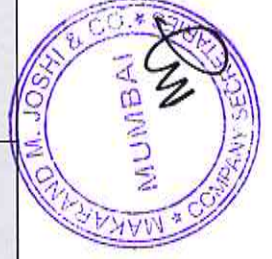


Resolution Item No. 4 – Ordinary Resolution:

Appointment of M/s. CNK & Associates LLP as Statutory Auditors 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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	12523420	11640220	92.95	11640220	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549223	13.24	546841	2382	99.57	0.43
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621491	14.98	619109	2382	99.62	0.38
Total		16720000	13144911	78.62	13142529	2382	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'



Resolution Item No. 5 - Ordinary Resolution:

Ratification of Cost Auditor Remuneration for the financial year 2017-18:

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	12523420	11640220	92.95	11640220	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549223	13.24	546791	2432	99.56	0.44
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621491	14.98	619059	2432	99.61	0.39
Total		16720000	13144911	78.62	13142479	2432	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'

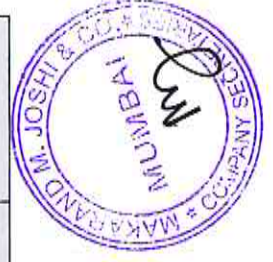


Resolution Item No. 6 - Special Resolution:

Approval for Re-designation of Shri Hiren M. Shah as Executive Chairman of the Company and approval for remuneration for two years from 1 April, 2017 to 31 March, 2019:

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	12523420	11040720	88.16	11040720	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		11923920	95.21	11923920	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549223	13.24	546841	2382	99.57	0.43
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621491	14.98	619109	2382	99.62	0.38
Total		16720000	12545411	75.03	12543029	2382	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'



Resolution Item No. 7 - Special Resolution:

Approval for Re-designation of Shri Bharat M. Shah as Managing Director of the Company and approval for remuneration for two years from 1 April, 2017 to 31 March, 2019:

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)] *
Promoter and Promoter Group	Remote E-Voting	12523420	11640220	92.95	11640220	0	100.00	0.00
	Poll		228200	1.82	228200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		11868420	94.77	11868420	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549223	13.24	546841	2382	99.57	0.43
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621491	14.98	619109	2382	99.62	0.38
Total		16720000	12489911	74.70	12487529	2382	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'



Resolution Item No. 8 - Special Resolution:

Approval for Re-designation of Shri Viraj M. Shah as Managing Director of the Company and approval for remuneration for two years from 01 April, 2017 to 31 March, 2019:

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	Remote E-Voting	12523420	10853700	86.67	10853700	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		11736900	93.72	11736900	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549223	13.24	546841	2382	99.57	0.43
	Poll		72268	1.74	72268	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621491	14.98	619109	2382	99.62	0.38
Total		16720000	12358391	73.91	12356009	2382	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'



Resolution Item No. 9 - Special Resolution:

Approval for Alteration of Article of Association:

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	12523420	11640220	92.95	11640220	0	100.00	0.00
	Poll		883200	7.05	883200	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12523420	100.00	12523420	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	49034	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institution	Remote E-Voting	4147546	549223	13.24	549211	12	100.00	0.00
	Poll		72248	1.74	72248	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		621471	14.98	621459	12	100.00	0.00
Total		16720000	13144891	78.62	13144879	12	100.00	0.00

*No. of votes polled does not include 'no. of votes invalid'



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

Thanking you,
Yours faithfully,
For Makarand M. Joshi & Co,
Practicing Company Secretaries



Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 27/09/2017



For The Ruby Mills Limited



Company Secretary
Place: MUMBAI
Date: 27/09/2017