



The Ruby Mills Ltd.

Date: 30.03.2019

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 Marketing Operations (Listing) The Bombay Stock Exchange P. J. Towers, 25 th Floor, Dalal Street, Fort, Mumbai-400 001. Code: 503169
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Subject: Details of the Voting results of the Postal Ballot and E-Voting pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sir/Ma'am,

Please find enclosed herewith results of Voting by members of the Company conducted through Postal Ballot (Including Electronic Voting) in the Format Prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; together with Scrutinizer Report dated March 30, 2019.

Kindly note that the resolution proposed through Postal Ballot has been passed with requisite majority.

Also the Scrutinizer report has been enclosed herewith for your reference,

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For THE RUBY MILLS LIMITED

Naina Kanagat
Company Secretary



MAKARAND M. JOSHI & CO.

Company Secretaries

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

Combined Scrutinizer Report on Voting through Postal Ballot and E-voting

To
The Chairman
The Ruby Mills Limited
Ruby House, J K Sawant Marg,
Dadar West, Mumbai - 400028

Dear Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

- A. Pursuant to the resolution passed by the Board of Directors of **The Ruby Mills Limited** (hereinafter referred as "the Company") on Wednesday on 13th February, 2019, I, Mr. Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Special Resolution set out in the Postal Ballot Notice dated 13th February, 2019. ("**Notice**")
- B. Members approval was sought on the Special Business i.e. Approval of Remuneration payable to Shri Purav H. Shah, Chief Executive Officer & Whole Time Director of the Company, with effect from April 1, 2018 to March 31, 2021.
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along with explanatory statement and postal ballot form on 28th February, 2019.
- D. The voting period commenced on Friday, 1st March, 2019 (9:00 a.m.) and ended on Saturday, 30th March, 2019 (5:00 p.m.) for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by National Securities Depository Limited ("**NSDL**")
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H. The e-voting were unblocked at 5:00 p.m. on 30th March, 2019 and the e-voting summary statement was downloaded from e-voting website of NSDL.

- I. All ballot forms received/ votes cast up to 5:00 p.m. on 30th March, 2019 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J. I did not find any defaced or mutilated ballot form and all invalid postal ballot -forms were marked and segregated.

K. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under;

Resolution Item No. 1: Special Resolution

Approval of Remuneration payable to Shri Purav H. Shah, Chief Executive Officer & Whole time Director of the Company, with effect from April 1, 2018 to March 31, 2021

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	E-Voting	12523420	12523420	100.00	12523420	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 Institutions	E-Voting	20755	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 Institutions	E-Voting	4175825	549046	13.15	546373	2673	99.51	0.49
	Postal Ballot		107851	2.58	107447	404	99.63	0.37
	Total		656897	15.73	653820	3077	99.53	0.47
Total		16720000	13180317	78.83	13177240	3077	99.98	0.02

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

L. The resolution was passed by requisite majority.

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

**Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
Place: Mumbai
Date: 30th March, 2019**

For The Ruby Mills Limited

**Hiren Manharlal Shah
Chairman
DIN: 00071077
Place: Mumbai
Date: 30th March, 2019**