



The Ruby Mills Ltd.

Date: 17th October, 2018

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

Subject: Submission of Annual Report of for the financial year 2017-18

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Members at the 102nd Annual General Meeting of the Company held on Friday, September 28, 2018 approved and adopted the Annual Report for the financial year 2017-18.

Please find enclosed copy of the Annual Report for the financial year 2017-18.

Kindly take the above on record and acknowledge the receipt.

Thanking You

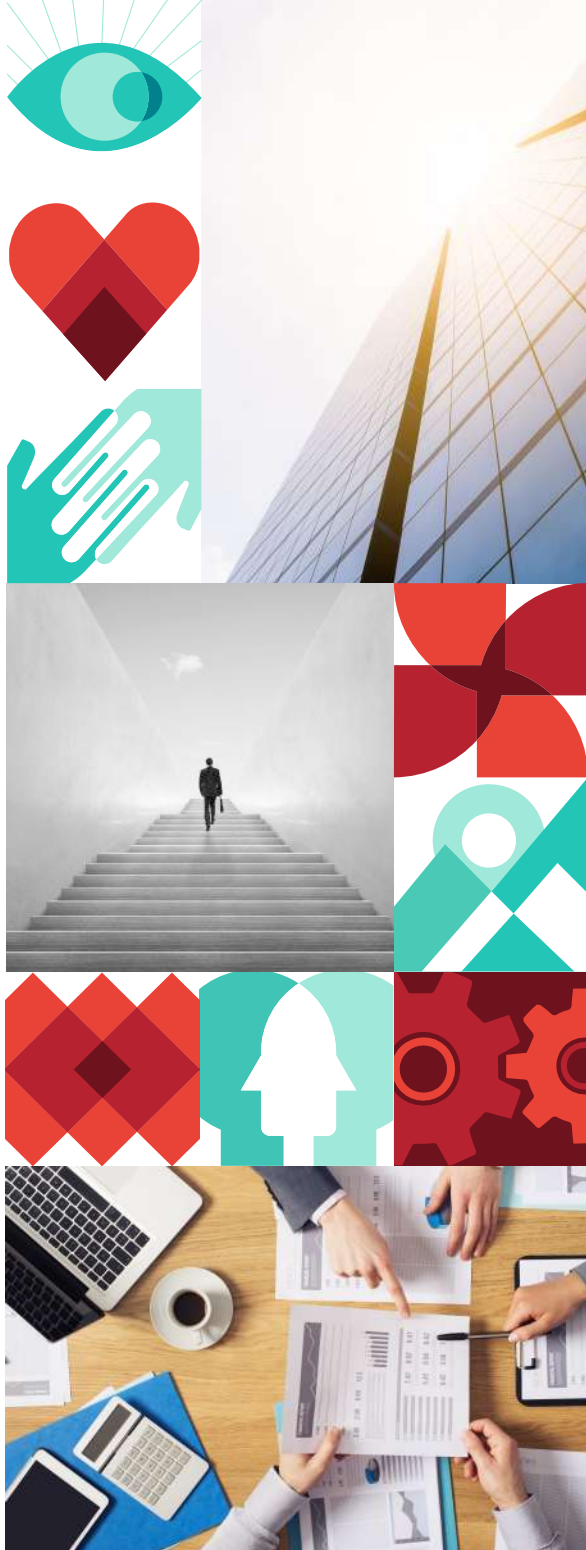
Yours Faithfully,

For The Ruby Mills Limited



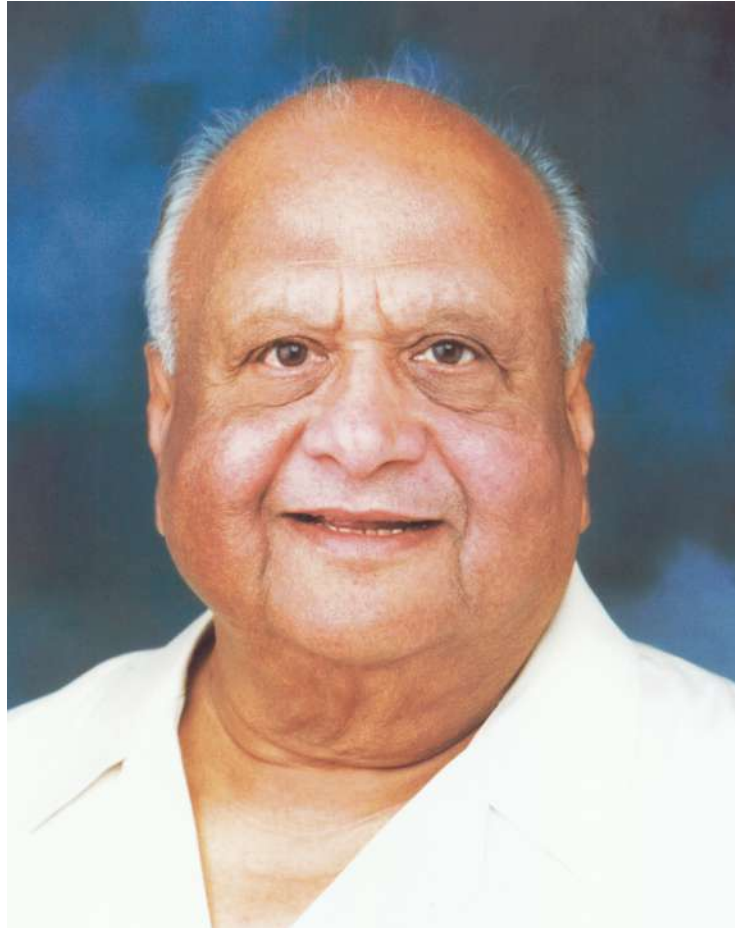
Naina Kanagat
Company Secretary

Encl: As mentioned above.



ANNUAL REPORT 2017-18

A LIFE OF PURPOSE. A LIFE LIVED WELL.



SHRI MANHARLAL C SHAH

CHAIRMAN EMERITUS • THE RUBY MILLS LIMITED

1934 - 2018



THE RUBY MILLS LIMITED

Chairman Emeritus

Shri Manharlal Chunilal Shah (Ceased w.e.f. 21st July, 2018)

Board of Directors

Shri Hiren Manharlal Shah
Shri Bharat Manharlal Shah
Shri Viraj Manharlal Shah
Shri Purav Hiren Shah (Additional Executive Director w.e.f. 13th December, 2017)

Independent Directors

Shri Shardul J. Thacker
Dr. Anup P. Shah (Resigned w.e.f. 29th August, 2017)
Shri Deepak R. Shah
Shri Yogen S. Lathia
Shri Mehernosh R. Currawalla (Additional Independent Director w.e.f. 28th November, 2017)
Shri Pradip N. Kapasi (Additional Independent Director w.e.f. 13th December, 2017)

Non-executive Non- Independent Director

Smt Aruna M. Shah

Chief Financial Officer

Shri S. Jayaraman

Company Secretary & Compliance Officer

Ms. Naina Rajat Kanagat

Solicitors

Federal & Rashmikan

Statutory Auditors

M/s C N K & Associates LLP, Chartered Accountants, Mumbai

Bankers to the Company

State Bank of India	Axis Bank Limited
Bank of India	IDBI Bank Limited
Bank of Baroda	

Registered Office

Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-400028,
Email: info@rubymills.com Phone: +91-22-24387800 Website: www.rubymills.com

Plant Locations:

Dhamni Complex, Village Dhamni Taluka Khalapur Dist. Raigad	Kharsundi Complex Village Kharsundi Taluka Khalapur Dist. Raigad
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Registrar and Share Transfer Agents:

Bigshare Services Private Limited, 1st Floor, Bharat Tin Work Building,
Opp. Vasant Oasis Makwana Road, Marol Andheri (E), Mumbai-400059.
Tel.: 022-62638200, Fax : 022-62638299



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Shri Manubhai Shah
Chairman Emeritus, The Ruby Mills Limited
1934-2018

MCS inspires

The Ruby Values

Our respected Chairman Emeritus, Shri. Manharlal Chunilal Shah was an exceptional human being and an outstanding leader. A towering personality in the Indian Textile Industry was also the Chairman of the Bombay Mill-Owners Association and the Chairman of the Bombay Textile Research Association.

Shri Manubhai Shah was a true visionary. A man far ahead of his times, he epitomised the dauntless entrepreneurial spirit.

Shri Manubhai Shah valued his people the most. He scouted around for the best and the most talented professionals, nurtured them and continuously motivated them to aim for still higher goals. These highly motivated people comprise the core of what he named "The Ruby Family". Understanding the capabilities of his children, he carefully planned the transition, and groomed the next leaders for the Company, to keep the RUBY flag always flying high.

Apart from his business interest, he was deeply involved in philanthropic endeavours aimed at social upliftment through financial help, child care, health care, education, subsidized meals, housing and special care for seniors.

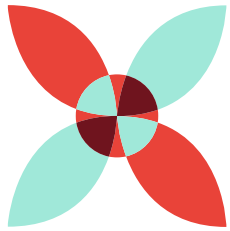
His sterling leadership qualities, remarkable foresight, uncompromising pursuit of excellence, humbleness, phenomenal capacity to motivate and trust people set him apart.

Here is an insight into his values and ethics that continue to inspire the way Ruby Mills does business today and in future.

1917.

The times when there were no televisions, no computers, no helicopters or nuclear reactors. Indian independence was still a distant dream, the looms at The Ruby Mills were ready to weave the future of the fabric business.

Based on the foundation of technical expertise, impeccable product quality and non-negotiable business ethics, The Ruby Mills Limited has been the hallmark of textile innovation in India since 1917. This success and respect is the result of the leadership of our Chairman Emeritus, **Shri Manubhai Shah** who spent 66 years to build these qualities in our DNA.



integrity is paramount

Integrity is where the thought and the action are perfectly aligned.

One such man of integrity was Shri Manubhai Shah. Principled and of uncompromising integrity, he chose the path less traveled and built Ruby with the same DNA.

Integrity is demanding and it does have its conflicts. It competes with alluring short term gains and quick fixes. But in long term it becomes the guiding compass that helps the organization make the right choices.

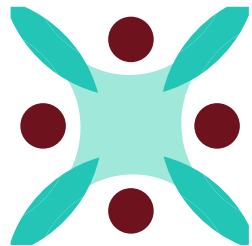
trust begets trust



An organization is built on trust. The trust that the consumer puts in us, becomes the bedrock of our business.

Trust we place in our abilities, the abilities of our partners and employees, and most importantly trust in the value of the product we create with pride.

Shri Manubhai Shah believed that trust begets trust. He opened his arms to new ideas, new people and new thinking and not just built a business but created a trust-based ecosystem, sound enough to sustain and grow for years to come.



commitment delivers results

Commitment is an achiever's value. Commitment is making sure that things happen, undeterred by the challenges and obstacles.

At Ruby, commitment is our way of life. We prefer stayers over switches : people who are willing to roughen it up rather than quitting the work and make sure that delivery matches the promise.

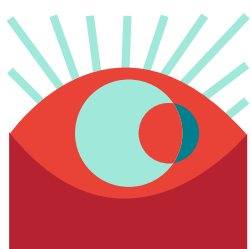
industry is a social responsibility



A business is an integral part of the society and hence it must give back to the society.

Shri Manubhai Shah was well known for his philanthropic endeavours. He was deeply involved in upliftment of the underprivileged through child care, health care, education, financial help to dependents, subsidized meals and senior citizen homes.

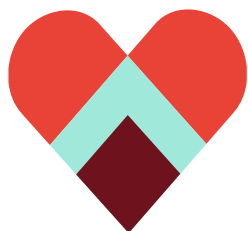
This value stays ingrained in us at Ruby and guides our CSR activities.



vision
seeing
the unseen

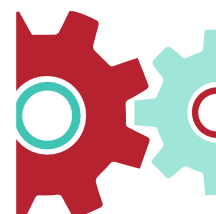
Vision is the rare ability to see opportunities that others can't. Shri Manubhai Shah was a true visionary. A person who could sense the advent of futuristic fibers, fabrics and trends and invest in building the capability to handle these fibers to match the best in the textile world.

passion
for fabrics
our real
differentiator



We don't like anything average. We want to innovate fabrics that are world class. And we apply every theory, every experience and experiment to make sure that we can achieve the impossible.

Passion for Fabrics is a part of our DNA, because of one man, Shri Manubhai Shah, who believed in the advantage that passion adds to the business. The hand-picked team of talented minds passionate about fabrics keeps inventing new fabrics at The Ruby Mills.



our
manufacturing
expertise is
the industry
benchmark

Expertise is command. Expertise is accuracy. Expertise is control. Expertise is consistency. Expertise helps us do things that others deem impossible. Shri Manubhai Shah thoroughly understood this edge and invested in seeding the same at Ruby Mills - one of the most respected names in the Industry when it comes to manufacturing expertise.

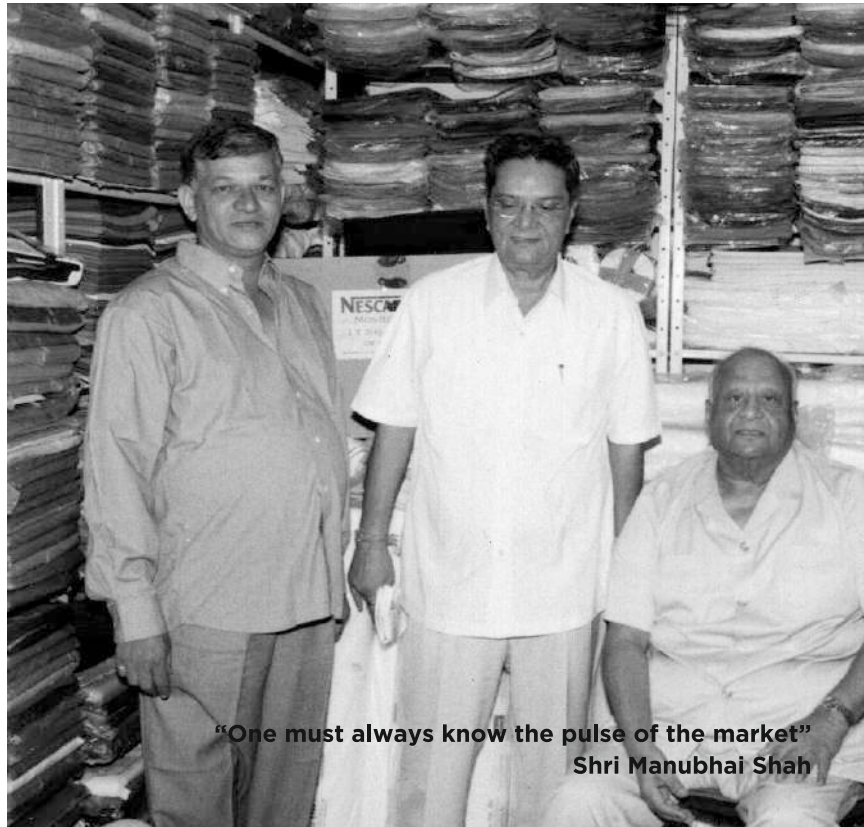
The Ruby Mills Limited has two state-of-the-art production facilities with a capacity of over 1,00,000 meters per day supported by a modern Research and Development Laboratory - that puts us at par with the best in the field of textile manufacturing.



innovation
is in
our
DNA

Shri Manubhai Shah made a fundamental choice about how Ruby Mills would operate. He chose innovation over a run-of-the-mill product line.

Innovation requires focus, time, dedication and experiment-driven attitude. Exploration and innovation work on new blends refined with state-of-the-art processing and finishing technology has put us at the forefront of Fabric Engineering, thus making innovation a value that drives us.



"One must always know the pulse of the market"
Shri Manubhai Shah

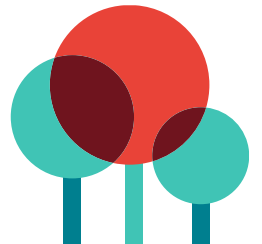
At Ruby,
great
quality
is a given



Quality is world-class shrinkage control. Quality is the finish that lasts, wash after wash. Quality is perfectly distributed adhesive on interlining. Quality is the flow, the bounce in the fabric. Quality is pushing the whiteness index to up there and making the fabrics stay as white for years to come. Quality is the brilliance shining through thousands of colours. Quality is what keeps pilling at bay, while the world wonders how we do it.

Shri Manubhai Shah's mandate was that quality must be pursued relentlessly, and at any cost. For him, quality was the brand. Truly, it remains our reason to be.

no
longevity
without
sustainability



Right from best practices in effluent treatments to enabling far-flung villages with water accessibility for agricultural development, everything we do is sustainable, ethical and responsible.

Our sustainability efforts are also a part of our product design. As we know cotton, which has been the most popular fiber in India consumes huge amounts of water. In 1973, Ruby Mills, under the leadership of Shri Manubhai Shah introduced blends - including one of the most popular fabric brands - Busy Lizzie, using eco-friendly regenerated cellulose fiber.

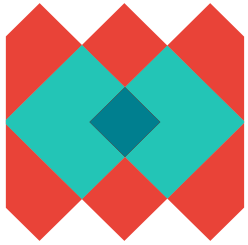
At Ruby, we see it as our duty to care for the environment, and leave a better planet for our future generations.



customer service is an everyday priority

The Ruby Mills Limited reaches every corner of India, through a network covering the width of fabric retail nationwide through a network powered by hundreds of dealers and dedicated agents.

This network helps us make our fabric available at the place of consumer demand. We have in-house experts to service the buyer's technical needs. Everything we do is aimed at delivering better service, better experience and a better Ruby.



unity fuels the organization

An organization is a bunch of fertile independent minds, bursting with ferocious energy of creation.

The secret glue that bonds them is unity. Shri Manubhai Shah believed that unity is not something that can be demanded. Unity needs to be inspired. When driven by a common purpose, each individual becomes aligned and the bunch of individuals becomes a team.

Unity is a crucial ingredient in every outstanding performance – which is why at Ruby, we truly value it.

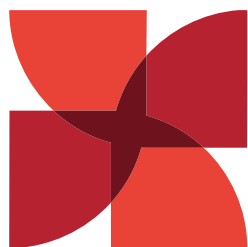


aspiration to excel expectations

How high is high?
We reach high only when we aim higher. That's how we keep pushing ourselves at Ruby.

Uncompromised quality, absolutely innovative products, newer fibers, blends, finishes new to the industry - each of it is an outcome of unending aspiration to do better, to grow larger and become the industry benchmark.

Aspiration is the value that has earned us respect, and keeps motivating us further ahead.



embrace
transformation
fearlessly

We call ourselves a 101 year young company. At the core of this youth is our constant hunger to transform ourselves, stay updated and create the future in a new way.

Change is demanding. It calls for new learnings, taking risks fearlessly.

Shri Manubhai Shah, even in his 80s remained curious, learnt new things and was interested in how we were going about constructing the future for Ruby. He remains our inspiration to transform for better.

grow
wider
deeper
stronger



Growth should be the organic outcome of our efforts. We intend to dream, build and execute our concerted work to take grow - personally and professionally with Ruby.

Every decision we make, however difficult it may be, must be in interest of growth. This is the legacy Shri Manubhai Shah has left for us.



The values that Shri Manubhai Shah religiously practised in his day to day life and business, are the values that drive everyone at The Ruby Mills and provide inspiration for the future. These values, are what make us Ruby.

MANAGEMENT'S DISCUSSION & ANALYSIS

This report covers the operations and financial performance of the Company for the year ended 31st March, 2018 and forms part of the Directors' Report.

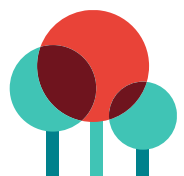
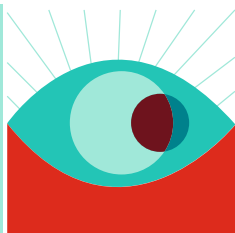
1 OVERALL REVIEW

150
billion \$

INDIA'S
TEXTILE &
APPAREL
SECTOR

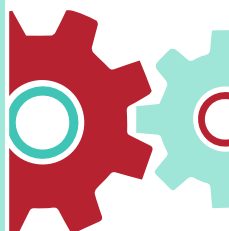
10% of
MANUFACTURING

2%
of GDP



COTTON
SILK
JUTE
WOOL
SYNTHETIC
FIBER

15%
of EXPORTS

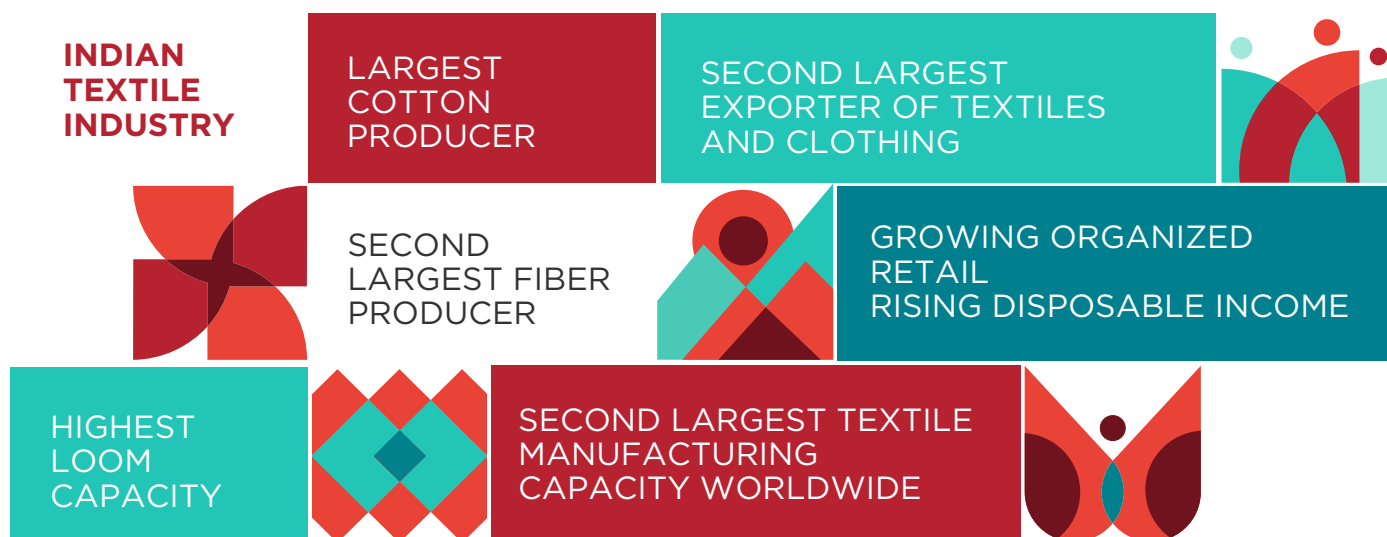


TURNOVER
INR
207.97
CRORE

India's Textile and Apparel Sector contribute around 10% to the manufacturing production, 2% to the GDP and 15% to the total exports earnings of the country. Being one of the oldest industries in the country, India's Textile Industry is one of the largest employers and a major industry for the economic growth of the country. The Indian Textile Industry is currently worth \$150 billion (approx. \$110 billion domestic market and \$40 billion export market). Holding tremendous growth potential, the industry is expected to touch \$250 billion in the next two years. The government is actively promoting the Textile Industry to generate employment, ramp up manufacturing and boost exports.

India's textiles industry offers a vast variety of investment options. The country is an attractive hub for textile production due to the presence of the entire value chain for textile production from raw materials like cotton, silk, jute, wool and synthetic fibre to spinning, weaving, knitting and apparel manufacturing capacities to skilled and lost cost labor. Along with the aim of increasing employment and exports, the government is working towards modernising machines and adding state-of-the-art facilities, which invites foreign investments with innovative technologies. The government's focused and favorable policies and schemes support the steady growth of the sector.

The Company's incomes derives from the business of manufacturing of textiles and the real estate segments. The Company had achieved an overall turnover of Rs.20,797 lacs.



2 SEGMENT REVIEW

2.1 Business Review:

Cottons, Synthetics, Yarn and Fabrics

a) Industry Structure and Development:

India has a long history in the textile industry and has a strong impact on the economy of the country. The country is known for its indigenous production and has a widespread textile portfolio. The portfolio ranges from products that are hand-woven to those manufactured by modern machines. The industry is the second largest direct employment provider in India for nearly 51 million people.

The Indian Government launched export promotion policies to make Indian Textiles even more attractive internationally. Many companies have seen the potential of India as a destination for manufacturing or import for Textiles. The industry is set to grow more as the per capita incomes are rising, many and changing lifestyles demand quality products.

The future for the Indian Textile industry is promising for foreign companies wanting to enter India, as domestic demand doesn't seem to slow down any time soon, and the Government is rising focus and favourable policies to further support the sector.

b) Opportunities and Threats:

The textile industry is witnessing a growth of 6-8%. With more number of malls and retail industries emerging the opportunities for textile industries are only increasing. Withdrawal of quota restrictions is contributing immensely to market developments.

Competition from China, unorganized labour, high power costs, strict environment laws and fluctuating raw material prices will affect the bottomlines.

c) Review and Analysis:

The financial performance of the company's textile is expected to stabilise after the downs of demonetization and implementation of Goods and Service Taxes. With the introduction of GST, a more or less level playing field with the unorganized sector.

With the strengthening of the company's market development and research departments and expected investments in the Company's Research and Development Department which is recognized by Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India, the company is working continuously for product development catering to the changing consumer demand, constant endeavor of cost control and cost

reduction. Additionally, several new fabric blends are being developed with unique finishing processes to cater to the ever changing consumer demand. The company has revisited its branding and marketing strategy in a quest to increase its visibility and reach in this competitive business environment. It has refreshed its brand image by adopting a new logo, which embodies the 100 years plus equity of the company in a contemporary form. Further, the company is also looking to strengthen its market presence by increasing its sales network, expanding its geographical reach and growing its consumer base. As a part of the market expansion strategy, the company has introduced three sub-ranges that allow multiple price-value-applications to co-exist, leading to a consumer and trade friendly structure. This exercise is powered by an intuitive IT system to facilitate a seamless supply chain.

d) Outlook :

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market. The domestic market for apparel and lifestyle products, currently estimated at US\$ 85 billion, is expected to reach US\$ 160 billion by 2025. The Indian cotton textile industry is expected to showcase a stable growth, supported by stable input prices, healthy capacity utilisation and steady domestic demand.

e) Risks and Concerns:

The Indian textile industry is highly fragmented and is being dominated by the unorganized sector and small and medium industries. The changing government policies at the state and central government levels are posing major challenges to the textile industry. The

tax structure GST (Goods and Service Tax) make the garments expensive. Another important threat is rising interest rates and labour wages and workers' salaries.. Although central government is wooing the foreign investors the investment is coming in trickle in the textile industry. The Indian textile industry has its own limitations such as accesses to latest technology and failures to meet global standards in the highly competitive export market. There is fierce competition from China, Bangladesh and Sri Lanka in the low price garment market. In the global market tariff and non-tariff barriers coupled with quota is posing major challenge to the Indian textile Industry. The environmental and social issues like child labour and personal safety norms are also some of the challenges for the textile industry in India. Further, considering the size and opportunity of the textile sector in India, there are very few institutes who provide formal education and training in textile manufacturing. Currently there are only about 30 graduate and post graduate programs churning a mere 1000 new students each year. Thus, there is an immense shortage of human resources across the sector, from qualified professionals to skilled labor and this a growing cause of concern in the field.

2.2 Business Segment – Real Estate

a) Industry Structure and Development:

Indian real estate is going through a major transformation in the recent years. Some of the big decisions and new policies of the Indian Government have affected the real estate sector in big way, albeit in positive or negative manner. Few of the policy changes introduced by the government, such as demonetization, RERA, and REITs in 2016, followed by GST and FDI in 2017, have made huge impacts on Indian real estate sector.

b) Opportunities and Threats:

One of the major signs of revival for Indian property market, investments by global investors has increased recently, with various international property funds and investors acquiring strong positions in Indian realty

space. As per Economic Survey of India, Indian Real Estate sector witnessed significant improvement attracting a total Foreign Direct Investment of USD 257 million in the second half of 2017 only. Looking at this trend, the expectations from private equity is high in the coming years and it is projected that 2018 and 2019 will be even bigger years for FDI investments in India.

As industry is gearing to create awareness about bringing more professionalism and transparency in the market, there is an urgent need to create a single window clearance mechanism for projects within the built environment. This would need equal participation from all – government, government agencies, industry (developers, construction and allied firms) and consumers.

c) Risks and Concerns:

Real estate has gone through some unrelated challenges since 2008 – political instability, constantly changing regulations, unequal application of rules, and the burgeoning RTI industry of blackmailers. These practices combined with the entry of unscrupulous operators in the industry led to a loss of confidence in the public mindset. Real estate which was one of the most sought after investment avenue among India has seen a dip in its popularity off late because of the stagnation or dip in prices. Real estate market is going through a transitional phase. Things are going to get better over time and the reforms will help in shaping up the industry to a more consumer friendly market.

SUMMARISED FINANCIAL DATA

(in ₹ Lakhs)

Sr.	Particular	2012-2013 (IGAAP)	2013-2014 (IGAAP)	2014-2015 (IGAAP)	2015-2016 (IGAAP)	2016-2017 (Ind AS)	2017-2018 (Ind AS)
1	Total Revenue	20,712	22,680	23,948	22,907	21,829.56	20,797.63
2	Profit Before Depreciation and Interest	8,643	9,191	9,963	8,265	7,365.71	6,297.13
3	Finance Costs	1,877	1,882	1,490	1,305	1,249.39	1,050.58
4	Depreciation and amortization Expense	2,440	2,256	1,878	1,956	1,498.60	1,547.43
5	Profit Before Tax	4,326	5,053	6,595	5,004	4,617.72	3,699.12
6	Provision for Tax including Current Tax and Adjustments of earlier Years	893	815	1,305	1,078	1,400.00	1,236.57
7	Provision for Deferred Tax	385	(251)	(104)	(151)	(522.91)	(1,053.69)
8	Profit After Tax and Before Prior Period and Exceptional Items	3,048	4,490	5,394	4,078	3,740.63	3,516.24
9	Prior Period and Exceptional Items	-	-	-	-	-	-
10	Profit After Tax, Prior Period and Exceptional Items	3,048	4,490	5,394	4,078	3,740.63	3,516.24
11.	Other Comprehensive Income	-	-	-	-	5.56	34.72
12	Total Comprehensive Income for the period	3,048	4,490	5,394	4,078	3,746.19	3,550.96
	Add: Surplus Brought Forward	13,027	15,570	9,865	5,007	4,324.76	8,070.95
	Balance Available for Appropriation	16,076	20,060	15,259	9,085	8,070.95	11,621.91

THE RUBY MILLS LIMITED

(CIN: L17120MH1917PLC000447)

Registered Office: Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-28Email: - info@rubymills.com, Website: - www.rubymills.com

Phone: 022-24387800/30997800, Fax: +91-22-24378125.

NOTICE

Notice is hereby given that the **HUNDRED AND SECOND** Annual General Meeting (AGM) of the Members of The Ruby Mills Limited will be held on Friday, 28th day of September, 2018 at 4.30 p.m. at the Registered office of the Company at Ruby House, J.K. Sawant Marg, Dadar(W), Mumbai-400028 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018.
3. To appoint a Director in place of Smt. Aruna M. Shah (holding DIN - 00070999) who retires by rotation and being eligible for re-appointment, offers herself for re-appointment.

SPECIAL BUSINESS

4. **Continuation of term of Smt. Aruna Manharlal Shah as Non-Executive Director due to attainment of age of 75 years**

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018 and recommendation of Board of Directors and Nomination & Remuneration Committee, approval of Members be and is hereby accorded to continue the term of Smt. Aruna Manharlal Shah (DIN: 00070999) as Non – Executive Director of the Company even after attaining the age of 75 years.

“RESOLVED FURTHER THAT the Board of Directors, KMPs of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Ratification of Cost Auditor Remuneration**

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Company hereby ratifies the remuneration of Rs. 1,25,000/- (Rupees One Lac and Twenty Five Thousand Only) plus taxes if any as applicable and re-imbursement of out of pocket expenses, payable to Shri Dakshesh H. Zaveri, Cost Accountant, (Firm Registration Number-102183), who has been appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records of the Company's Textile manufacturing units at Dhamni and Kharsundi Plant unit for the financial year 2018-19.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

6. **Appointment of Shri Mehernosh Rusi Currawalla as an Independent Director of the company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as “the act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable regulations, if any, Shri Mehernosh Rusi Currawalla - (DIN-01089742) who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors with effect from 28th November, 2017 and who has submitted a declaration of independence as provided in Section 149(6) of the Act and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 to propose Shri Mehernosh Rusi Currawalla for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, for five (5) consecutive years from 28th November, 2017 to 27th November, 2022 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

7. Appointment of Shri Pradip Narottamdas Kapasi as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as “the act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any Shri Pradip Narottamdas Kapasi - (DIN-01275033) who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors with effect from 13th December, 2017 and who has submitted a declaration of independence as provided in Section 149(6) of the Act and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 to propose Shri Pradip Narottamdas Kapasi for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, for five (5) consecutive years from 13th December, 2017 to 12th December, 2022 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

8. Appointment of Shri Purav Hiren Shah, Chief Executive Officer as an Executive Director of the Company and to fix his remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Purav Hiren Shah (DIN: 00123460) Chief Executive Officer of the Company, who was appointed as an Additional Executive Director on the Board of the company w.e.f 13th December, 2017 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 to propose Shri Purav Hiren Shah for the office of Executive Director, consent of members be and is hereby accorded for appointment of Shri Purav Hiren Shah as an Executive Director of the company for a period of five years w.e.f 13th December, 2017 to 12th December, 2022 and at the existing remuneration.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts,

deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

9. Revision in remuneration payable to Shri Hiren M. Shah, Executive Chairman of the Company, with effect from 1st June, 2018.

To consider and if thought fit, approve with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the remuneration of Rs. 10,00,000/- per month payable to Shri Hiren M. Shah, Executive Chairman of the Company w.e.f. 1st June, 2018 to 31st March, 2019, inclusive of the perquisites as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri Hiren M. Shah notwithstanding that in any financial year of the Company during his tenure as an Executive Chairman, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

10. Revision in remuneration payable to Shri Bharat M. Shah, Managing Director of the Company, with effect from 1st June, 2018.

To consider and if thought fit, approve with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the remuneration of Rs. 10,00,000/- per month payable to Shri Bharat M. Shah, Managing Director of the Company w.e.f. 1st June, 2018 to 31st March, 2019, inclusive of the perquisites as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri Bharat M. Shah notwithstanding that in any financial year of the Company during his tenure as a Managing Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit,

from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

‘RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

11. Revision in remuneration payable to Shri Viraj M. Shah, Managing Director of the Company, with effect from 1st June, 2018.

To consider and if thought fit, approve with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the remuneration of Rs. 10,00,000/- per month payable to Shri Viraj M. Shah, Managing Director of the Company w.e.f. 1st June, 2018 to 31st March, 2019, inclusive of the perquisites as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri Viraj M. Shah notwithstanding that in any financial year of the Company during his tenure as a Managing Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

12. Re-appointment of Shri Hiren M. Shah as the Executive Chairman of the Company w.e.f 1st April, 2019 to 31st March, 2022 and to fix his remuneration w.e.f 1st April, 2019 to 31st March, 2024:

To consider and if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”), consent of members be and is hereby accorded for re-appointing Shri Hiren M. Shah as an Executive Chairman of the Company for a period of five years w.e.f 1st April, 2019 to 31st March, 2024 at a remuneration payable for a period of three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022 as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as

approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri Hiren M. Shah notwithstanding that in any financial year of the Company during his tenure as an Executive Chairman, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

13. Re-appointment of Shri Bharat M. Shah as Managing Director of the Company w.e.f 1st April, 2019 to 31st March, 2022 and to fix his remuneration w.e.f 1st April, 2019 to 31st March, 2024:

To consider and if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”), consent of member be and is hereby accorded for re-appointing Shri Bharat M. Shah as the Managing Director of the Company for a period of five years w.e.f 1st April, 2019 to 31st March, 2024 at a remuneration payable for a period of three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022 as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri Bharat M. Shah notwithstanding that in any financial year of the Company during his tenure as a Managing Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

14. Re-appointment of Shri Viraj M. Shah as Managing Director of the Company w.e.f 1st April, 2019 to 31st March, 2022 and to fix his remuneration w.e.f 1st April, 2019 to 31st March, 2024:

To consider and if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force) (hereinafter referred to as “the Act”), consent of Members be and is hereby accorded for re-appointing Shri Viraj M. Shah as the Managing Director of the Company for a period of five years w.e.f. 1st April, 2019 to

31st March, 2024 at a remuneration payable for a period of three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021; Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022 as set out in the Explanatory Statement annexed to the notice convening the AGM”

“RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri Viraj M. Shah notwithstanding that in any financial year of the Company during his tenure as a Managing Director, the Company has made no profits or profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

**By order of the Board
For the Ruby Mills limited**

**Place: Mumbai
Dated: 14th August, 2018**

**Hiren M. Shah
Executive Chairman
DIN 00071077**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the **Item No. 4 to Item No. 14** of the Notice is appended hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE HUNDRED AND SECOND ANNUAL GENERAL MEETING (hereinafter referred to as 'AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the Proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the AGM. A Proxy form is sent herewith. Proxies submitted on behalf of Limited Companies, Corporate Members, Societies etc, must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members are requested to send to the Registered Office of the Company a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21st September, 2018 to 28th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
5. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 123 of Companies Act, 2013 and Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed final dividend for the year 2009-10 on due date to the Investor Education and Protection Fund established by the Central Government. The Company will accordingly transfer unclaimed dividend amount pertaining to Dividend for the year 2010-11 to the Investors Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on 27th September, 2017 (date of last Annual General Meeting) on the website of the Company (<http://www.rubymills.com/investors/investors-iepf-information>) and on the website of the Ministry of Corporate Affairs.

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

6. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Member as on 20th September, 2018.
7. Member/proxies should bring duly filled Attendance Slip sent herewith to attend the meeting.
8. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or its Registrar.
9. Route map and prominent land mark for easy location of venue of the Annual General Meeting is provided in the Annual Report and the same shall also be available on the Company's website www.rubymills.com
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Pursuant to Section 108 of the Companies Act, 2013 and relevant Rules framed there under as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the

Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at Annual General Meeting by electronic means.

The Members whose name is appearing in the Registers of Members / list of Beneficial Owners as on Friday, 21st September, 2018 i.e. prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in the Notice. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 9.00 A.M. on Monday, 24th September, 2018 and will end at 5.00 P.M. on Friday, 27th September, 2018. In addition, the facility for voting through Ballot Paper shall be made available at the venue of Annual General Meeting and the members attending who have not already cast their vote by remote e-voting shall be eligible to vote at the Annual General Meeting.

12. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
13. Shri Makarand M. Joshi, Partner, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries is appointed as a Scrutinizer to scrutinize the voting and remote e-voting process and ballot forms received, in a fair and transparent manner.
14. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Form for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rubymills.com and on the website of the Agency M/s. Big Share Services Private Limited (Registrar & Share Transfer Agents). The Company shall simultaneously forward the results to the Stock Exchanges where the Company's shares are listed.
17. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write their queries to the Company at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
18. The Annual Report duly circulated to the members of the Company, is available on the Company's Website at www.rubymills.com.
19. The documents pertaining to Special Business are available for inspection at the registered office of the Company between 10.30 a.m. and 12.30 p.m. on any working day prior to the meeting.
20. M/s. Big Share Services Private Limited having its office at 1st Floor, Bharat tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (E), Mumbai -400059 are the Registrar and Transfer Agent for shares held in physical form and in electronic / demat form. The Register of Members is maintained at the Office of the Registrar and Share Transfer Agents.

Important Communication to Members

1. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs of India has by its circular Nos. 17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, permitted companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we are sending documents like a Notice convening the General Meetings, Financial statements, Directors' Report, Auditors' Reports, etc. to the e-mail address provided by you with your depositories.

We request you to update your email address with your Depository Participant to ensure that the annual report and other documents reach you on your preferred email account.

2. Electronic copy of the Notice of the 102nd (Hundred and Second) Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Hundred and Second Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic forms are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical forms shall submit their PAN details to the RTA or the Company.

4. Voting by electronic means

I. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

II. Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300** and Client ID is 12***** then your user ID is IN300**12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001** and EVEN is 101456 then user ID is 101456001**.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

III. Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to makarandjoshi@mmjc.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

**By order of the Board
For The Ruby Mills Limited**

**Place: Mumbai
Dated: 14th August, 2018**

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

Additional Information on Director Recommended for Appointment/Reappointment as required under Regulation 36 of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015

Name of the Director	Smt. Aruna .M. Shah
Date of Birth (DD/MM/YYYY)	16/01/1936
Date of Appointment as Director (DD/MM/YYYY)	15/09/1987
Qualification	Matriculation
Brief resume & Expertise in specific functional areas	Smt. Aruna M. Shah is an Industrialist and has been associated with the Company for more than three decades.
*Directorships in other Public Limited Companies	Nil
*Directorships in Private Limited Companies	Nil
*Committee Positions held in other Companies C - Chairman, M - Member	Nil
No. of shares held in the Company	594400
Relationship between Director inter-se	Husband- Late Shri Manharlal Shah (Chairman Emeritus) Sons- Shri Bharat Shah (Managing Director) -Shri Hiren Shah (Executive Chairman) -Shri Viraj Shah (Managing Director) Grandson- Shri Purav Shah (CEO & Additional Executive Director)

Name of the Director	Shri Mehernosh Rusi Currawalla
Date of Birth (DD/MM/YYYY)	08/11/1955
Date of Appointment as Director (DD/MM/YYYY)	28/11/2017
Qualification	B.Com
Brief resume & Expertise in specific functional areas	Mr. Mehernosh Rusi Currawalla is Chairman and Managing Director of M/s. FAK Cargo Dynamics Pvt. Ltd., a recognized and accredited International Freight Forwarder, Managing Director of M/s. Mazda Transport Pvt. Ltd., M/s. Pegasus Transport Pvt. Ltd., both companies involved in transportation and handling of Dry Van, Reefer Marine Containers and ISO Tanks for handling of Hazardous liquid cargo. Managing Director of M/s. Simatech (India) Pvt. Ltd., a ship agency company and M/s. C G LAB Pvt. Ltd., a company involved in digital media and visual effects.
*Directorships in other Public Limited Companies	Nil
*Directorships in Private Limited Companies	1. FAK Cargo Dynamics Private Limited. 2. Mazda Transport Private Limited. 3. Pegasus Transport Private Limited. 4. Simatech (India) Private Limited. 5. C G LAB Private Limited. 6. Ducat Finance Private Limited.
*Committee Positions held in other Companies C - Chairman, M - Member	NA
No. of shares held in the Company	Nil
Relationship between Director inter-se	Nil

Additional Information on Director Recommended for Appointment/Reappointment as required under Regulation 36 of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015

Name of the Director	Shri Pradip Narottamdas Kapasi
Date of Birth (DD/MM/YYYY)	15/10/1955
Date of Appointment as Director (DD/MM/YYYY)	13/12/2017
Qualification	Certified Chartered Accountant, Law Graduate
Brief resume & Expertise in specific functional areas	Shri. Pradip Kapasi is leading the Chartered Accountancy firm “Pradip Kapasi & Co.”, a prestigious firm located in Mumbai. He is a Chartered Accountant and a law graduate from Government Law College. He is past president of two leading professional organization: (1) The Bombay Chartered Accountants Society (BCAS) (2) The Chamber of Tax Consultants (CTC). He has addressed many conferences, seminars etc, for professionals, tax officials and trade associates across the country on the subject of Direct tax Laws, Stamp Duty and Allied Laws and also received several awards for his professional contribution. He is regular contributor of Articles in professional magazines and various newspapers and magazines. He is also on the editorial Board of several professional publications such as All India Federation of Tax Practitioner’s Journal for Tax professionals, The Chamber’s Journal, Past Editor of ‘BCA Referencer-cum-diary’, Past Assistant Editor of ‘Income tax Review’. He has also co-authored many professional books.
*Directorships in other Public Limited Companies	Nil
*Directorships in Private Limited Companies	1. Ramdev Trading and Investment Private Limited
*Committee Positions held in other Companies C - Chairman, M – Member	NA
No. of shares held in the Company	Nil
Relationship between Director inter-se	Nil

Name of the Director	Shri Purav Hiren Shah
Date of Birth (DD/MM/YYYY)	06/11/1980
Date of Appointment as Director (DD/MM/YYYY)	13/12/2017
Qualification	MBA from Bentley College, USA
Brief resume & Expertise in specific functional areas	Shri. Purav Shah, Chief Executive Officer of the Company is associated with the Company since 2000. He has continuously contributed to streamline and update information technology department of the Company. He has excelled his inputs in Finance, Information Technology and Real Estate.
*Directorships in other Public Limited Companies	Nil
*Directorships in Private Limited Companies	1. Hiren brothers Investment Company Private Limited 2. M C Shah And Sons Investment Company Private Limited 3. Manubhai And Sons Investments Company Private Limited
*Committee Positions held in other Companies C - Chairman, M – Member	Nil
No. of shares held in the Company	384508
Relationship between Director inter-se	1. Son of Shri Hiren Shah, Executive Chairman 2. Grandson of Smt. Aruna Shah, Director 3. Relative of Managing Directors: Shri Bharat Shah, Viraj Shah

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 4 to Item Nos. 14 of the accompanying Notice.

Item No.4

Continuation of term of Smt. Aruna Manharlal Shah as Non-Executive Director due to attainment of age of 75 years

Pursuant to the amendment dated 9th May, 2018 to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which shall be effective from 1st April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed.

Since, Smt. Aruna Manharlal Shah has attained the age of Seventy-five years, the Board of Directors and Nomination and Remuneration Committee at their meeting held on 30th May, 2018 have recommended continuation of her term as Non-Executive Director beyond the age of Seventy Five (75) years considering her long-term association and wide experience.

The Board of Directors recommends the Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company as a Special Resolution.

Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except, Shri. Hiren Shah (Son) Shri. Bharat Shah (Son), Shri. Viraj Shah (Son), Shri. Purav Shah (Grandson), in the said Resolution.

Item No. 5

Ratification of Cost Auditor Remuneration

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Shri Dakshesh H. Zaveri of M/s. D.H. Zaveri, Cost Accountants, to conduct the audit of the Cost records of the Company's Textile manufacturing units at Dhamni and Kharsundi for the financial year ending 31st March, 2019.

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2018-19, as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

Item No. 6

Appointment of Shri Mehernosh Rusi Currawalla as Independent Director of the company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Shri Mehernosh Rusi Currawalla (holding DIN: 01089742), aged 62 years, as an Additional Director (Independent, Non- Executive) of the Company with effect from 28th November, 2017 upto the date of this Annual General Meeting .

The Company has received a notice in writing under the provisions of Section 160 of the Act for the office of Independent Director to be appointed as such under the provisions of Sections 149, 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with The Companies (Appointment and qualification of

Directors) Rules, 2014 along with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable regulations, if any.

The Company has received the following from Shri Mehernosh Rusi Currawalla:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment, and;
- iii. Declaration to the effect that he meet the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Shri Mehernosh Rusi Currawalla, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management.

His appointment as an independent director is justified and would immensely benefit the Company as he also has administrative experience in his profile. A copy of the draft letter of the appointment of Independent Director setting out the terms and conditions is available for inspection by the members at the Company's registered office during normal business hours on all working days upto the date of Annual General Meeting.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of Shri Mehernosh Rusi Currawalla seeking appointment as an Independent Director is furnished and forms part of Notice.

The Board of Directors recommends the Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Shri Mehernosh Rusi Currawalla, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

Item No. 7

Appointment of Shri Pradip Narottamdas Kapasi as Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Shri Pradip Narottamdas Kapasi (holding DIN: 01275033), aged 62 years, as an Additional Director (Independent, Non- Executive) of the Company with effect from 13th December, 2017 upto the date of ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 for the office of Independent Director to be appointed as such under the provisions of Sections 149, 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with The Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable regulations, if any.

The Company has received the following from Shri Pradip Narottamdas Kapasi:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment, and;
- iii. Declaration to the effect that he meet the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Shri Pradip Narottamdas Kapasi, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management.

His appointment as an independent director is justified and would immensely benefit the Company as he also has administrative experience in his profile.

A copy of the draft letter of the appointment of Independent Director setting out the terms and conditions is available for inspection by the members at the Company's registered office during normal business hours on all working days upto the date of Annual General Meeting.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of Shri Pradip Narottamdas Kapasi seeking appointment as an Independent Director is furnished and forms part of Notice.

The Board of Directors recommends the Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Shri Pradip Narottamdas Kapasi, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

Item No. 8

Appointment of Shri Purav H. Shah, Chief Executive Officer as an Executive Director of the Company and to fix his remuneration

Shri Purav Hiren Shah (DIN: 00123460) Chief Executive Officer was appointed as an Additional Executive Director of the Company with effect from 13th December, 2017, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. The Board is of the view that the appointment of Shri Purav Hiren Shah on the Company's Board as Executive Director at existing remuneration is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 8 for approval by the members of the Company. The Board recommends the said resolution to be passed as an ordinary resolution.

Shri Purav H. Shah is concerned or interested in the said resolution. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Grandmother), Shri. Bharat Shah (Uncle), Shri. Viraj Shah (Uncle), Shri. Hiren Shah (Father), in the said Resolution.

Item No. 9

Revision in remuneration payable to Shri Hiren M. Shah, Executive Chairman of the Company, with effect from 1st June, 2018

The Board of Directors of the Company vide resolution dated 30th May, 2018 approved fixing of remuneration of Shri Hiren M. Shah, as an Executive Chairman on the Board of the Company. Although, presently the Company is having adequate profits for payment of the remuneration, it is recommended to obtain the approval of members by way of special resolution pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013 out of abundant caution.

Details of terms of appointment and remuneration payable to Shri Hiren M. Shah are given below:

a) Tenure of Remuneration:

From 1st June, 2018 Up to 31st March, 2019

b) Basic Salary inclusive of perquisites:

Rs. 10,00,000 per month.

The Executive Chairman shall be entitled to such increment from time to time as the Board may by its discretion determine

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. HOUSING

The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. REIMBURSEMENT OF MEDICAL EXPENSES

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iii. LEAVE TRAVEL CONCESSION

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iv. PERSONAL ACCIDENT INSURANCE

Personal accident insurance cover for self.

v. CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. LEAVE AND ENCASHMENT OF LEAVE

As per the Rules of the Company.

vii. GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per the Rules of the Company.

viii. USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the fixing of remuneration of Executive Chairman, for the approval of the members of the Company.

Shri Hiren M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Mother), Shri. Bharat Shah (Brother), Shri. Viraj Shah (Brother), Shri. Purav Shah (Son), in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Hiren M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No.10**Revision in remuneration payable to Shri Bharat M. Shah, Managing Director of the Company, with effect from 1st June, 2018**

The Board of Directors of the Company vide resolution dated 30th May, 2018 approved fixing of remuneration of Shri Bharat M. Shah, as Managing Director on the Board of the Company. Although, presently the Company is having adequate profits for payment of the remuneration, it is recommended to obtain the approval of members by way of special resolution pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013 out of abundant caution.

Details of terms of appointment and remuneration payable to Shri Bharat M. Shah are given as below:

a) Tenure of Remuneration:

From 1st June, 2018 Up to 31st March, 2019

b) Basic Salary inclusive of perquisites:

Rs. 10,00,000 per month.

The Executive Director shall be entitled to such increment from time to time as the Board may by its discretion determine

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. HOUSING

The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. REIMBURSEMENT OF MEDICAL EXPENSES

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iii. LEAVE TRAVEL CONCESSION

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iv. PERSONAL ACCIDENT INSURANCE

Personal accident insurance cover for self.

v. CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. LEAVE AND ENCASHMENT OF LEAVE

As per the Rules of the Company.

vii. GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per the Rules of the Company.

viii. USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends passing of special resolution in relation to the fixing of remuneration of Executive Director, for the approval of the members of the Company.

Shri Bharat Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/key managerial personal of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Mother), Shri. Hiren Shah (Brother), Shri. Viraj Shah (Brother), Shri. Purav Shah (Relative), in the said Resolution.

However in the event of inadequacy of profits, during the tenure of Shri Bharat Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No.11

Revision in remuneration payable to Shri Viraj M. Shah, Managing Director of the Company, with effect from 1st June, 2018

The Board of Directors of the Company vide resolution dated 30th May, 2018 approved fixing of remuneration of Shri Viraj M. Shah, as Managing Director on the Board of the Company. Although, presently the Company is having adequate profits for payment of the remuneration, it is recommended to obtain the approval of members by way of special resolution pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013 out of abundant caution.

Details of terms of appointment and remuneration payable to Shri Viraj M. Shah are given as below:

a) Tenure of Remuneration:

From 1st June, 2018 Up to 31st March, 2019

b) Basic Salary inclusive of perquisites:

Rs. 10,00,000 per month.

The Executive Director shall be entitled to such increment from time to time as the Board may by its discretion determine

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. HOUSING

The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. REIMBURSEMENT OF MEDICAL EXPENSES

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iii. LEAVE TRAVEL CONCESSION

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iv. PERSONAL ACCIDENT INSURANCE

Personal accident insurance cover for self.

v. CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. LEAVE AND ENCASHMENT OF LEAVE

As per the Rules of the Company.

vii. GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per the Rules of the Company.

viii. USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends passing of special resolution in relation to the fixing of remuneration of Executive Director, for the approval of the members of the Company.

Shri Viraj M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personal of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Mother), Shri. Hiren Shah (Brother), Shri. Bharat Shah (Brother), Shri. Purav Shah (Relative), in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Viraj M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No.12

Re-appointment of Shri Hiren M. Shah as an Executive Chairman of the Company w.e.f 1st April, 2019 to 31st March, 2022 and to fix his remuneration w.e.f 1st April, 2019 to 31st March, 2024:

The Board of Directors of the Company vide resolution dated 30th May, 2018 approved re-appointment of Shri Hiren M. Shah, as an Executive Chairman on the Board of the Company for a period of five years w.e.f 1st April, 2019 to 31st March, 2024 and payment of remuneration payable to him for a period of three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022. Although, presently the Company is having adequate profits for payment of the remuneration, it is recommended to obtain the approval of members by way of special resolution pursuant to the provisions contained in Section 152, 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013 out of abundant caution.

Details of terms of appointment and remuneration payable to Shri Hiren M. Shah are given as below:

a) Tenure of Remuneration:

From 1st April, 2019 Up to 31st March, 2022

b) Basic Salary inclusive of perquisites:

In the scale of Rs. 10,00,000 – Rs. 2,50,000 – Rs. 12,50,000 – Rs. 2,50,000 – Rs. 15,00,000 per month.

The Executive Chairman shall be entitled to such increment from time to time as the Board may by its discretion determine

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. HOUSING

The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. REIMBURSEMENT OF MEDICAL EXPENSES

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iii. LEAVE TRAVEL CONCESSION

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iv. PERSONAL ACCIDENT INSURANCE

Personal accident insurance cover for self.

v. CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. LEAVE AND ENCASHMENT OF LEAVE

As per the Rules of the Company.

vii. GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per the Rules of the Company.

viii. USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of

the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board therefore recommends passing of special resolution for your approval.

Shri Hiren M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Mother), Shri. Bharat Shah (Brother), Shri. Viraj Shah (Brother), Shri. Purav Shah (Son), in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Hiren M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No.13

Re-appointment of Shri Bharat M. Shah as the Managing Director of the Company w.e.f 1st April, 2019 to 31st March, 2022 and to fix his remuneration w.e.f 1st April, 2019 to 31st March, 2024:

The Board of Directors of the Company vide resolution dated 30th May, 2018 approved re-appointment of Shri Bharat M. Shah as the Managing Director of the Company for a period of Five years w.e.f 1st April, 2019 to 31st March, 2024 and payment of remuneration for a period of Three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022. Although, presently the Company is having adequate profits for payment of the remuneration, it is recommended to obtain the approval of members by way of special resolution pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013 out of abundant caution.

Details of terms of appointment and remuneration payable to Shri Bharat M. Shah are given as below:

a) Tenure of Remuneration:

From 1st April, 2019 Up to 31st March, 2022

b) Basic Salary inclusive of perquisites:

In the scale of Rs. 10,00,000 – Rs. 2,50,000 – Rs. 12,50,000 – Rs. 2,50,000 – Rs. 15,00,000 per month.

The Executive Director shall be entitled to such increment from time to time as the Board may by its discretion determine

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. HOUSING

The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. REIMBURSEMENT OF MEDICAL EXPENSES

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iii. LEAVE TRAVEL CONCESSION

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iv. PERSONAL ACCIDENT INSURANCE

Personal accident insurance cover for self.

v. CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. LEAVE AND ENCASHMENT OF LEAVE

As per the Rules of the Company.

vii. GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per the Rules of the Company.

viii. USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board therefore recommends passing of special resolution for your approval.

Shri Bharat M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personal of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Mother), Shri. Hiren Shah (Brother), Shri. Viraj Shah (Brother), Shri. Purav Shah (Relative), in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Bharat M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No.14

Re-appointment of Shri Viraj M. Shah as the Managing Director of the Company w.e.f 1st April, 2019 to 31st March, 2022 and to fix his remuneration w.e.f 1st April, 2019 to 31st March, 2024:

The Board of Directors of the Company vide resolution dated 30th May, 2018 approved re-appointment of Shri. Viraj M. Shah as the Managing Director of the Company for a period of Five years w.e.f 1st April, 2019 to 31st March, 2024 and payment of remuneration for a period of Three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022. Although, presently the Company is having adequate profits for payment of the remuneration, it is recommended to obtain the approval of members by way of special resolution pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013 out of abundant caution.

Details of terms of appointment and remuneration payable to Shri Viraj M Shah are given as below:

a) Tenure of Remuneration:

From 1st April, 2019 Up to 31st March, 2022

b) Basic Salary inclusive of perquisites:

In the scale of Rs. 10,00,000 – Rs. 2,50,000 – Rs. 12,50,000 – Rs. 2,50,000 – Rs. 15,00,000 per month.

The Executive Directors shall be entitled to such increment from time to time as the Board may by its discretion determine.

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. HOUSING

The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. REIMBURSEMENT OF MEDICAL EXPENSES

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iii. LEAVE TRAVEL CONCESSION

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iv. PERSONAL ACCIDENT INSURANCE

Personal accident insurance cover for self.

v. CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. LEAVE AND ENCASHMENT OF LEAVE

As per the Rules of the Company.

vii. GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per the Rules of the Company.

viii. USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) Minimum Remuneration:

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board therefore recommends passing of special resolution for your approval.

Shri Viraj M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Mother), Shri. Hiren Shah (Brother), Shri. Bharat Shah (Brother), Shri. Purav Shah (Relative), in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Viraj M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

ANNEXURE A TO THE EXPLANATORY STATEMENT

Information as required under Part I of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. (Item No. 4 to 14)

I. GENERAL INFORMATION

Nature of Industry:

The Ruby Mills Ltd. is a composite Textile Mill engaged in manufacture of Cotton/Blended Yarn and Fabric. It has two plants located at Village Dhamni & Village Kharsundi, at Khopoli, Taluka Khalapur, Dist. Raigad. The Company's entire Spinning & Weaving plants are at Village Dhamni and fabric processing activity at Village Kharsundi, Khopoli. The installed capacity is as under:

Particulars	Khopoli (Village Dhamni)	Khopoli (Village Kharsundi)
Meters processed	Spindles-21024 Autocoro-744	New Modern processing Plants with capacity of 80,000 mtrs per day
	Shuttless Looms – 128	

The Plant & Machinery of Spinning and Weaving are new generation Machines and the Processing machines are also new. The new Process House is equipped to process Cotton/Blended Fabric 80,000 mtrs per day.

Outstanding Achievements:

The achievement of the Company is its proven record of consistent profits and ability to survive in the period of crises which has plagued the entire Textile Industry in the last two decades. The Company is manufacturing high quality Cotton and Blended Fabric with speciality finishes required for market. It also manufactures Micro Dot Fusible Interlining where they are credited as one of the best manufacturers in the country and quality standard is comparable to or even better than European suppliers.

Marketing of the fabric is done through Del Credre appointed by the Company for direct supply to customer and retailers. The yarn produced in excess of captive consumption is being marketed. The products of the Company have been well accepted by the market and enjoy price premium of over the similar products in the market.

Date or expected date of commencement of commercial production:

The Company was incorporated on 9th January, 1917 and date of commencement of the business is 12th September, 1921.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus –

Not applicable.

Financial performance

Sl.No	Particulars	For the year ended (Rs. In Lakhs)	
		(IND AS) 31st March, 2018	(IND AS) 31st March, 2017
1.	Total Revenue	20,798	21,830
2.	Finance Costs	1,051	1,249
3.	Depreciation and Amortization Expense	1,547	1,499
4.	Profit before Tax	3,699	4,618
5.	Provision for Tax including Current Tax adjustments of Earlier Years.	1,237	1,400
6.	Provision for Deferred Tax	(1,054)	(523)
7.	Profit after Tax, Prior period and Exceptional Items	3,516	3,741
8.	Total comprehensive income for the period	3,551	3,746

Export Performance and net foreign exchange earnings

The Foreign Exchange earned in terms of actual inflows during the year and the foreign actual outgo during the year in terms of actual outflows:

	Current Year 2017-2018 (₹ In Lakhs)	Previous Year 2016-2017 (₹ In Lakhs)
Value of Direct Imports calculated on CIF Basis:		
i. Stores, Spares	83.64	176.26
ii. Raw Materials	0.00	2.84
iii. Capital Goods	0.00	227.00
Earnings in Foreign Exchange on account of export of goods:		
Direct Export on FOB Basis	434.87	710.32
Expenditure in Foreign Currency:		
Travelling	72.37	68.80
Others	14.09	17.78

There are no royalty payable.

Foreign Investments or Collaborators, if any: NIL

II INFORMATION ABOUT THE APPOINTEES

II-A INFORMATION ABOUT THE APPOINTEE: SHRI MEHERNOSH RUSI CURRAWALLA

1. Background details:

Age	Designation	Qualification
62 Years	Additional Director (Non Executive & Independent)	B.Com

2. Past Remuneration: Nil

3. Recognition and Awards:

Mr. Mehernosh Rusi Currawalla has been Past President of Rotary Club of Bombay Mid - Town (2000-01). He has been a trustee of the Bombay Mid-Town Rotary Trust. He has also been a past master of Lodge Rising Star of Western India (1997-98). He is Chairman of the Balloting & Disciplinary Committee of the Willingdon Sports Club for six years and member of this committee for the last 18 years. Active Sportsmen, Chairman and / or Member of the Tennis Sub - Committee of the Willingdon Sports Club for last 25 years. Trustee of the Parsi Lying-in Hospital.

4. Job Profile and his suitability:

Mr. Mehernosh Rusi Currawalla is Chairman and Managing Director of M/s. FAK Cargo Dynamics Pvt. Ltd., a recognized and accredited International Freight Forwarder, Managing Director of M/s. Mazda Transport Pvt. Ltd., M/s. Pegasus Transport Pvt. Ltd., both companies involved in transportation and handling of Dry Van, Reefer Marine Containers and ISO Tanks for handling of Hazardous liquid cargoes. Managing Director of M/s. Simatech (India) Pvt. Ltd., a ship agency company and M/s. C G LAB Pvt. Ltd., a company involved in digital media and visual effects.

5. Remuneration proposed: NA

II-B INFORMATION ABOUT THE APPOINTEE: SHRI PRADIP NAROTTAMDAS KAPASI

1. Background details:

Age	Designation	Qualification
62 Years	Additional Director (Non Executive & Independent)	Chartered Accountant and Law Graduate

2. Past Remuneration: Nil

3. Recognition and Awards:

Shri. Pradip Kapasi is leading the Chartered Accountancy firm “Pradip Kapasi & Co.”, a prestigious firm located in Mumbai. He is a Chartered Accountant and a law graduate from Government Law College. He is past president of two leading professionals organization: (1) The Bombay Chartered Accountants Society (BCAS) (2) The Chamber of Tax Consultants (CTC). He has addressed many conferences, seminars etc, for professionals, tax officials and trade associates across the country on the subject of Direct tax Laws, Stamp Duty and Allied Laws and also received several awards for his professional contribution.

4. Job Profile and Suitability:

Shri. Pradip Kapasi is a regular contributor of Articles in professional magazines and various newspapers and magazines. He is also on the editorial Board of several professional publications such as All India Federation of Tax Practitioner’s Journal for Tax professionals, The Chamber’s Journal, Past Editor of ‘BCA Referencer-cum-diary’, Past Assistant Editor of ‘Income tax Review’. He has also co-authored many professional books.

5. Remuneration proposed: NA

II-C INFORMATION ABOUT THE APPOINTEE: SHRI PURAV HIREN SHAH

1. Background details:

Age	Designation	Qualification
37 Years	Additional Executive Director and Chief Executive Officer	MBA from Bentley College, USA

2. Past Remuneration:

The remuneration of Shri. Purav H. Shah as the President was approved by the Ministry of Corporate Affairs under Section 314 (1B) of the Companies Act, 1956 vide their letter No. 3/96/2004 – CL – VII dated 1st June, 2005 allowing a Salary of Rs. 3,11,330/- per month in the scale of Rs.1,50,000 – 10,000 – 2,00,000 – 15,000 – 3,05,000.

The remuneration being paid to Shri Purav H. Shah till 31st August, 2017 was Rs. 5,47,500/- per month.

In line with the approval received from the Ministry of Corporate Affairs, the basic salary of Shri Purav Shah was increased by Rs. 15,000/- per month as per the approved scale with effect from 1st September, 2017 to 31st August, 2018.

3. Job Profile and Sustainability:

Shri. Purav Shah, Chief Executive Officer of the Company is associated with the Company since 2000. He has continuously contributed to streamline and update information technology department of the Company. He has excelled his inputs in Finance, Information Technology and Real Estate.

4. Remuneration Proposed:

The proposed remuneration is the existing remuneration that Shri. Purav H. Shah is drawing.

II-D INFORMATION ABOUT THE APPOINTEE: SHRI. HIREN M SHAH

1. Background details:

Age	Designation	Qualification
64 Years	Executive Chairman	Licenciate in Textile Mfg.

2. Past Remuneration:

The remuneration approved by members of the Company at 97th AGM convened on September 23, 2013 was ₹9 Lacs per month inclusive of perks as per Central Government consent.

3. Recognition and Awards:

He is a qualified Textile Technologist from India's premier Institution VJTI and presently, the Executive Chairman of the Company. He has rich and varied experience in management of the Textile Mill for the last 43 years. He was the Chairman of the Mill Owners Association for a period of 3 years until year 2001. Under his tenure as Chairman of Mill Owners Association, he had taken an initiative to convince the Government on restructuring of fiscal levies. He has been appointed as a Member of The Textile Institute International, U.K. He was the Chairman of Bombay Textile Research Association (BTRA). He is the Chairman of Confederation of Indian Textile Industry (CITI).

4. Job Profile and his suitability:

As an Executive Chairman of the Company and being associated for the last 44 years, he has been responsible for the collaboration with Gygli Textile AG for the Micro Dot Fusible Interlining. He has travelled extensively and is personally responsible for the selection of world class machineries to suit the production of the Company and has been responsible for the wage settlements with the union and has been able to automate and substantially reduced the labour in the last 10 years. He is in control of day to day production and quality output with the highest efficiency for Dhamni and Kharsundi Units and has initiated the shifting of entire Spinning & Weaving operations from Mumbai to Dhamni and Process House to Village Kharsundi.

5. Remuneration proposed:

The proposed remuneration is Rs. 10 lacs p.m. inclusive of perks subject to the approval of members as set out in the resolution and explanatory statement attached herewith with effect from 1st June, 2018 till 31st March, 2019 and subsequent increase in payment of remuneration for a period of three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022.

II-E INFORMATION ABOUT THE APPOINTEE: SHRI. BHARAT M. SHAH

1. Background details:

Age	Designation	Qualification
59 Years	Managing Director	B.Com

2. Past remuneration:

The remuneration approved by members of the Company at 97th AGM convened on 23rd September, 2013 was ₹9 Lacs per month inclusive of perks as per Central Government consent.

3. Recognition and Awards:

He has been associated with the Company for the last 35 years having experience in Finance, Administration, Materials Management and Taxation. He has been instrumental for Treasury operations carried out reducing

the interest burden on the Company in 2005-2006. He is a permanent invitee on the Mills Owners Association, Mumbai. He was appointed by Bharat Petroleum Ltd. on the Local Advisory Board.

4. Job Profile and Suitability:

As the Managing Director of the Company, he is in overall charge of day-to-day control of legal, secretarial, taxation, accounts, finance including interaction with Banks and Institutions. The vendor selection and right sourcing of materials at competitive rates is also managed by him. He is overall in charge of administration and the interaction with various local authorities at all levels.

5. Remuneration proposed:

The proposed remuneration is ₹ 10 lacs p.m. inclusive of perks subject to the approval of members as set out in the resolution and explanatory statement attached herewith with effect from 1st June, 2018 till 31st March, 2019 and subsequent increase in payment of remuneration for a period of three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022.

II-F INFORMATION ABOUT THE APPOINTEE: SHRI. VIRAJ M. SHAH

1. Background details:

Age	Designation	Qualification
57 Years	Executive Director	B.Com

2. Past remuneration:

The remuneration approved by members of the Company at 97th AGM convened on 23rd September, 2013 was ₹9 Lacs per month inclusive of perks as per Central Government consent.

3. Recognition and Awards:

He has been associated with Senior Management for the last 33 years. He has been instrumental in revamping the company's Marketing Policy from the traditional system of distribution to the system of Del Credre marketing which has enabled the Company penetrate in local markets, territory wise and further assuring the Company of faster collections against sales. This system has safe guarded the Company's position against Bad-debts as the territorial agents i.e. Del Credre are responsible for the sales effected in their territories to various parties. He has been instrumental in developing unique trend setting, finishing of fabrics resulting in improved realization product development as well as unique finishing of fabrics.

4. Job Profile and Suitability:

He has been instrumental in the change of marketing system to Del Credre system of marketing and with his vision; the Company has been able to penetrate in the rural market. The marketing workshop organized in rural areas has given further recognition.

5. Remuneration proposed:

The proposed remuneration is Rs. 10 lacs p.m. inclusive of perks subject to the approval of members as set out in the resolution and explanatory statement attached herewith with effect from 1st June, 2018 till 31st March, 2019 and subsequent increase in payment of remuneration for a period of three years of Rs. 10,00,000/- per month from 1st April, 2019 to 31st March, 2020; Rs. 12,50,000/- per month from 1st April, 2020 to 31st March, 2021 and Rs. 15,00,000/- per month from 1st April, 2021 to 31st March, 2022.

III. OTHER INFORMATION

Reasons of loss or inadequate profits:

The Company has sufficient profits to pay remuneration to its Directors within the limits specified in Section 197 of Companies Act, 2013. The Company wishes to seek members approval and comply with Schedule V of the Companies Act, 2013 and accordingly the said disclosure shall not be applicable.

Steps taken or proposed to be taken for improvement:

The Company has sufficient profits to pay remuneration to its Directors within the limits specified in Section 197 of Companies Act, 2013. The Company wishes to seek members approval and comply with Schedule V of the Companies Act, 2013 and accordingly the said disclosure shall not be applicable.

The Company has taken up modernization from time to time. It has implemented the modernization approved under Textile Upgradation Fund Scheme (TUFS). The company has installed a new generation Process House and testing equipments for improved quality of fabrics as per international standards and thereby expands the market base.

Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. The productivity is expected to increase by about 10 to 15% during the current years.

The Company is expecting the full occupancy certificate with respect to the Project, The Ruby situated at Dadar.

IV. DISCLOSURES

1. The 'Abstract' containing details of remuneration proposed to be paid to Executive Chairman, Managing Director under section 197 of the Companies Act, 2013, have been given in the Explanatory statement required under Section 102(2) of the Companies Act, 2013.
2. All the relevant information required to be disclosed in the Board of Director Report under the heading "Corporate Governance" attached to the annual report will be disclosed as and when required.

Perquisites To All The Directors:

Perquisites will be within the overall limit proposed above.

Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Textile Industry is an age old industry. It is a labour oriented and not a cash rich industry. The remuneration in the industry particularly at the managerial level has always remained very low. The proposed remuneration is lower than the prevailing remuneration package being offered in the corporate world in the country.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Our beloved and respected Late Shri M. C. Shah, Chairman Emeritus of the Company held the family together and set strict discipline amongst his sons. The legacy will be continued with Shri Hiren M. Shah – Executive Chairman being assisted by his brothers Shri Bharat M. Shah – Managing Director, Shri Viraj M. Shah – Managing Director and his son, Shri. Purav H. Shah – Chief Executive Officer and Whole time Director of the Company.

**By order of the Board
For the Ruby Mills limited**

**Place: Mumbai
Dated: 14th August, 2018**

**Hiren M. Shah
Executive Chairman
DIN 00071077**

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 102nd Annual Report of your company together with the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2018.

1. FINANCIAL RESULTS

The financial performance of the Company for the year ended 31st March, 2018 is summarized below:

Sl.No	Particulars	For the year ended (₹ In Lakhs)	
		(IND AS) 31st March, 2018	(IND AS) 31st March, 2017
1.	Total Revenue	20,798	21,830
2.	Finance Costs	1,051	1,249
3.	Depreciation and Amortization Expense	1,547	1,499
4.	Profit before Tax	3,699	4,618
5.	Provision for Tax including Current Tax adjustments of Earlier Years.	1,237	1,400
6.	Provision for Deferred Tax	(1,054)	(523)
7.	Profit after Tax, Prior period and Exceptional Items	3,516	3,741
8.	Total comprehensive income for the period	3,551	3,746

The Indian Accounting Standards (IND-AS) were made applicable w.e.f 1st April, 2017.

2. STATE OF COMPANY'S AFFAIR

i) Textiles and Real Estate Division

The revenue from the textiles activity was Rs. 16,840 Lakhs as compared to Rs. 17,312 Lakhs in the previous year. The operating profit for the year was Rs. 1,515 Lakhs against Rs. 2,466 Lakhs in the previous year.

The revenue from real estate activity was Rs. 2,884 Lakhs as compared to Rs. 2,866 Lakhs in the previous year. The operating profit for the year was Rs. 2,404 Lakhs as against Rs. 2,427 Lakhs in the previous year.

ii) Land Development at Dadar

The Building has been fully completed structurally and is as per the approved plan. The company had already obtained Part Occupation Certificate (OC) up to 20 levels under the Development Control Rules (DCR) prior to 2012. Further as regards to Occupation Certificate after January 2012 is concerned, there was lack of clarity and confusion within the government departments as to how to take up proposals wherein part OC has already been obtained under DCR prior to 2012. The BMC finally issued a Circular in November 2017 giving complete clarity on cases where part OC has been issued under DCR prior to 2012. On receipt of the same, the Company once again followed up with the Department concerned for further processing of the company's proposal. Subsequently, the Municipal Commissioner has approved the plan in April, 2018.

3. DIVIDEND

Your Directors have after assessing the need for corporate requirement, recommended a dividend at the rate of 35% i.e of Rs. 1.75 (One Rupee Seventy Five paise) per share on 1,67,20,000 equity shares of Rs. 5/- each aggregating to Rs. 292.60 lakhs. The dividend will be paid after your approval at the ensuing Annual General Meeting. The aggregate outflow on account of the equity dividend for the year would be Rs. 352.17 lakhs (inclusive of Dividend Tax of Rs. 59.56 lacs).

4. TRANSFER TO RESERVES:

No amount has been transferred to General Reserve.

5. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, your Company did not have any subsidiary, associate or joint venture company.

6. PUBLIC DEPOSITS

The Company has not accepted deposits from the public within the meaning of Section 73 of The Companies Act, 2013 and rules framed there under.

7. CHAIRMAN EMERITUS

Shri. Manharlal Chunilal Shah, Chairman Emeritus of your Company expired on 21st July, 2018 after devoting 65 years of his life working for the Company. Shri. Manharlal Chunilal Shah was an exceptional human being and an outstanding leader. Shri Manharlal Shah, a towering and well respected personality in the Indian Textile Industry was also well known for his philanthropic activities.

Your Directors express their deep sorrow on the sad demise of Shri. Manharlal Chunilal Shah. May almighty God grant peace to his soul.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i) Directors

Appointment / Reappointment

- **Smt. Aruna M. Shah (DIN:00070999)** Director will retire by rotation and being eligible for reappointment and not being disqualified under section 164 of the Companies Act, 2013, offers herself for re-appointment. The Board recommends her re-appointment.
- Pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed.

Since, **Smt. Aruna Manharlal Shah** has attained the age of Seventy-five years, the Board of Directors and Nomination and Remuneration Committee at their meeting held on 30th May, 2018 have recommended continuation of her term as Non-Executive Director beyond the age of Seventy Five (75) years considering her long-term association and wide experience.

- **Shri Purav Hiren Shah (DIN: 00123460)**, Chief Executive Officer of the Company was appointed as an Additional Executive Director w.e.f. 13th December, 2017. Notices under Section 160 of the Companies Act, 2013 has been received proposing candidature of Shri Purav Hiren Shah for the position of Executive Director of the Company from a member of the Company.

Appropriate resolution for appointment of the aforesaid Director is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

- **Shri Mehernosh Rusi Currawalla (DIN: 01089742)** was appointed as an Additional Independent Director w.e.f. 28th November, 2017. Notices under Section 160 of the Companies Act, 2013 has been received proposing candidature of Shri Mehernosh Rusi Currawalla for the position of Independent Director of the Company from a member of the Company.

Appropriate resolution for appointment of the aforesaid Director is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

- **Shri Pradip Narottamdas Kapasi (DIN: 01275033)** was appointed as an Additional Independent Director w.e.f. 13th December, 2017. Notices under Section 160 of the Companies Act, 2013 has been received proposing candidature of Shri Pradip Narottamdas Kapasi for the position of Independent Director of the Company from a member of the Company.

Appropriate resolution for appointment of the aforesaid Director is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

- **Shri Hiren M. Shah, Executive Chairman, Shri Bharat M. Shah, Managing Director and Shri Viraj M. Shah, Managing Director** of the Company were re-appointed vide resolution passed in a Board Meeting dated 30th May, 2018 for a period of five years w.e.f 1st April, 2019 to 31st March, 2024 subject to the approval of members.

Appropriate resolution for appointment of the aforesaid Directors is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

Resignation/ Cessation:

Dr. Anup P. Shah, Independent Director of the Company resigned w.e.f. 29th August, 2017.

Except above, there are no changes in the composition of the Board of Directors.

(ii) Key Managerial Personnel

Appointment/Reappointment

The Board on recommendation of Nomination and Remuneration Committee appointed Mrs. Kanika Kabra as the Company Secretary and Compliance Officer of the Company with effect from 14th August, 2017 pursuant to the resignation of Mr. Nikhil Sankpal.

Ms. Naina Kanagat was appointed as the Company Secretary and Compliance officer of the Company on recommendation of Nomination and Remuneration Committee with effect from 30th May, 2018 pursuant to the resignation of Mrs. Kanika Kabra.

Resignation/Cessation

Shri. Nikhil N. Sankpal, erstwhile Company Secretary and Compliance Officer of the Company resigned w.e.f. 14th August, 2017.

Ms. Kanika Kabra, erstwhile Company Secretary and Compliance Officer of the Company resigned w.e.f. 3rd April, 2018.

(iii) Declaration by Independent Directors

The Company has received the necessary declarations from each of Independent Directors of the Company pursuant to Section 149(7) and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Each of them meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as independent director during the year.

(iv) Annual Evaluation of Board

Pursuant to the provisions of the Companies Act, 2013 and relevant Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board has carried out the annual performance evaluation of its own performance and other Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment.

Performance evaluation of independent directors was done by the entire board, excluding the independent director.

In a separate meeting of independent directors held on 28th February, 2018, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was reviewed and evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors.

v) Number of Board Meetings

During the year 2017-18, the Board met 7 (Seven) times on the following dates 17th May, 2017, 3rd August, 2017, 14th August, 2017, 11th September, 2017, 27th September, 2017, 13th December, 2017, and 12th February, 2018.

The Company has complied with the applicable Secretarial Standards in respect of all the above Board Meetings. For details of the meetings of the board, please refer to the Corporate Governance Report, which forms part of this report.

9. DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31st March, 2018 and state that:-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit of the Company for the year on that date;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a going concern basis; and
- v. The Directors had laid down proper systems of internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. NOMINATION AND REMUNERATION POLICY

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The policy has been uploaded on the Company's website at the following link - <http://www.rubymills.com/investors/policies/nomination-cum-remuneration-policy>

11. AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report which forms part of this report.

12. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal and unethical behavior.

The Board of Directors of the Company has pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. which has been uploaded on the Company's website at the following link- <http://www.rubymills.com/investors/policies/vigil-mechanismwhistle-blower-policy>. The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

During the year under review, no employee was denied access to the Chairman of the Audit Committee.

13. RISK MANAGEMENT

The Board of Directors of the Company during the financial year 2014-15 had designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and has defined a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. At present there is no identifiable risk which in the opinion of the Board may threaten the existence of the Company.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are furnished in “**Annexure A**” which forms part of this Report.

15. EXTRACT OF ANNUAL RETURN:

Extract of the Annual Return in form MGT-9 for the financial year ended 31st March, 2018 made under the provisions of Section 92(3) of the Act is attached as “**Annexure B**” which forms part of this Report.

16. CORPORATE SOCIAL RESPONSIBILITY:

The Annual Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 on CSR activities is attached as “**Annexure C**” and forms a part of this Report. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which forms part of this report. The Corporate Social Responsibility policy has been uploaded on the Company's website at the following link - <http://www.rubymills.com/investors/policies/corporate-social-responsibility-philosophy>

17. GST

Goods and Services Tax Act 2017 (GST) was introduced on 1st July, 2017 bringing an era of unified indirect taxes subsuming variety of taxes including Excise duty, VAT, Service tax, Octroi, Entry tax. While your Company had obtained exemption in 2004-05 of the Excise regime and that most of the Textile fabrics range of your Company was not covered under VAT, the introduction of GST enables credit of all taxes namely Excise duty and VAT in particular, making it a level playing field for the large and organized player vis-à-vis the small scale and the power loom sector. Your Company took timely measures including changes in system to comply with the same.

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

19. AUDITORS

(i) Statutory Auditors

At the 101st Annual General Meeting held on 27th September, 2017, the Members approved appointment of M/s. CNK & Associates, Chartered Accountants (Firm Registration No. 101961W/W-100036) to hold office from the conclusion of the 101st Annual General Meeting until the conclusion of the 106th Annual General Meeting subject to ratification at every Annual General Meeting on such remuneration as may be fixed by the Board apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

On 7th May, 2018, Section 40 of the Companies Amendment Act, 2017 (amending Section 139 of the Companies Act, 2013) has been notified whereby ratification of Statutory Auditor's appointment is not required at every Annual General Meeting.

(ii) Secretarial Auditor

The Board has appointed M/s. Vikas R. Chomal & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2017-2018. The Report of the Secretarial Audit Report is annexed herewith as “**Annexure D**”.

(iii) Cost Auditor and Cost Audit Report

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to maintain Cost Records under Rule 3 of the said Rules. Accordingly, the Company has duly maintained the Cost Records in the format prescribed in Form CRA-1 under Rule 5 of the said Rules.

During the year under review, Shri. Dakshesh H. Zaveri, Cost Accountant has been appointed as Cost Auditor of the Company for the F.Y. 2017-2018, to carry out the Cost Audit, for auditing cost accounting Records in respect of the Textile Segment of the Company and to submit Cost Audit Report to the Board as required

under Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Amendment Rules, 2014.

20. (i) Green Initiatives

Pursuant to Sections 101 and 136 of the Companies Act, 2013, the Company will be sending Annual Report through electronic mode i.e. email to all the shareholders who have registered their email addresses with the Company or with the Depository to receive Annual Report through electronic mode and initiated steps to reduce consumption of paper.

(ii) Human Resources

Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Policies and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

(iii) Environment and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental Regulations and preservation of natural resources. There was no major accident during the year.

21. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

22. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

23. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All Related Party Transactions entered into by your Company during the Financial Year 2017-18 were on arm's length basis and in the ordinary course of business. There are no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee and the Board of Directors of the Company was obtained for all the Related Party Transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable. Attention of Shareholders is also drawn to the disclosure of transactions with related parties as set out in Note No. 41 of Financial Statements, forming part of the Annual Report.

24. PARTICULARS OF EMPLOYEES:

The prescribed particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **"Annexure E"** and forms a part of this Report of the Directors.

There were no employees drawing remuneration of Rs. One Crore and Two Lakhs per annum or more or Rs. Eight Lakhs Fifty Thousand per month or more during the year under review. However, Late Shri Manharlal Shah drew remuneration of Rs. 1,50,00,000/- per annum as Chairman Emeritus of the Company and Shri. Hiren M. Shah, Executive Chairman, Shri. Bharat M. Shah, Managing Director and Shri. Viraj M. Shah, Managing Director drew a remuneration of Rs. 1,08,00,000/- per annum during the year under review.

25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

The Company has set up an Internal Complaints Committee (ICC) for providing a Redressal mechanism pertaining to Sexual harassment of women employees at workplace. There was no cases/ complaint received during the year under review.

26. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to financial statements provided in this Annual Report.

27. DISCLOSURE REQUIREMENTS:

As per the relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report (page 6 to 9) and Corporate Governance Report with auditor's certificate thereon (page 68 to 85) are attached, which form part of this Annual Report.

28. GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- I. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- II. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- III. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- IV. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.
- V. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

29. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of Company's business during the year under review.

30. SEGMENTS:

The Company has two segments namely Textile and Real Estate. The Statement of accounts prepared and submitted are therefore of two segments.

31. ACKNOWLEDGEMENT

Your Directors thank all the shareholders, all employees of the Company, customers, suppliers, Government Authorities, Financial Institutions and bankers for their continued support.

You Directors look forward to their continued support in future.

**For and on behalf of the Board of Directors
The Ruby Mills Limited**

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

**Place: Mumbai
Dated: 14th August, 2018**

ANNEXURE TO THE DIRECTOR'S REPORT

Annexure 'A'

(A) CONSERVATION OF ENERGY:

This is a continuous process; new developments in energy saving Projects are studied and implemented from time to time. Future plans entail rain water harvesting and use of solar power for street lighting. Energy Audits are carried out from time to time and staff is encouraged to attend lectures and seminars on energy savings.

- Trial of Energy saving received for reduction in Air Consumption on Air Jet Looms.
- Installed zig-zag wound energy saving transformer resulting in power saving.
- Replacing 40 watt tube lights by 18 watt LED Tube Light in department
- Replacing Street Lights with LED street lights.

a) Energy Conservation Measures Taken:

Following measures are continuously undertaken to conserve energy during the year under report:

- Replaced sodium vapor street lights with power saving LED lights. Also regular tube lights with LED tube lights.
- Maintaining unity power factor regularly.
- Use of harmonic filters
- Air Audit to identify and control leakages in compressor Air Line.
- Optimize use of chillers based on weather condition.
- Creating awareness among staff and workers.
- Use of Transparent PVC Roof in Godown to maximize use of natural day light in the godown.
- Proper and regular use of lubricants.
- Using VFD operated air compressor to reduce the power consumption.

b) Steps taken by the Company for utilizing alternate sources of energy:

- Replaced 40 Watt tube lights with 18 watt LED tube lights in all departments.
- Company is currently evaluating installation and use of solar energy.
- Automatic monitoring and control of ID & RD fan of Boiler and control blow down for final saving and optimization of Boiler Operator.
- Evaluating low pressure steam turbine for power generation.

c) The capital investment on energy conservation equipment:

- Installed new energy saving cross wound transformer resulting in energy saving.
- LED tube light and street lights replacing old light.
- Automatic Control of Boiler ID / & FD fan to optimize efficiency.
- Automatic Control of Boiler Blow down to optimize Blow down in Boiler.
- Installed waste heat evaporation plant (WHE Plant) and 3rd stage R.O. to achieve maximum Water recovery and also achieve Zero Liquid discharge.

(B) TECHNOLOGY ABSORPTION AND INNOVATION:

a) Efforts made towards technology absorption, adaptation & innovation:

- Modern machinery and technology like Picanol Summum high speed Air Jet looms to achieve maximum efficiency.
- Company is implementing Textile Specific ERP Package for integrating various process and operations of the company.
- Cut optimizing software to optimize cutting in folding.
- CATS (Computer Aided Textile Supervision) which is cut optimizing software to optimize cutting in folding.

- Feeding Unit to R.O. Plants.
- Modification of Existing R.O. Plant adding 2nd stage R.O.
- Waste Heat Evaporator to achieve zero liquid discharge and same is working satisfactorily.
- Modification drive of Jupiter sizing machine to achieve flexibility of working all sorts of fabric
- Deputing technical staff to attend seminars conference and exhibitions to acquire and adopt latest technology.
- Company works on mechanizing & automating processes and sustains to reduce cost of operation and to increase efficiency.
- Preventive maintenance of machines and equipment to reduce down time targeting zero breakdowns.
- Development of New Finishes for fabrics to improve handle and functionality.

b) Benefits derived like product improvement, cost reduction, product development or import substitution:

- Reduce effluent evaluation process to treat effluent to achieve maximum water recovery and zero liquid discharge.
- Development of New Finishes for fabrics to improve handle and functionality.
- Hot water which overflows at post washer is used for pre-washer heating in CBR saving water and steam.

c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

- Imported Picanol Summumm high speed Air Jet looms to achieve maximum efficiency. Same is working satisfactorily.

d) The Expenditure incurred on Research & Development:

It forms part of the project cost and cannot be quantified separately.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the foreign actual outgo during the year in terms of actual outflows:

	Current Year 2017-2018 (in Lakhs)	Previous Year 2016-2017 (in Lakhs)
Value of Direct Imports calculated on CIF Basis:		
(i) Stores, Spares	83.64	176.26
(ii) Raw Materials	0.00	2.84
(iii) Capital Goods	0.00	227.00
Earnings in Foreign Exchange on account of export of goods :		
Direct Export on FOB Basis	434.87	710.32
Expenditure in Foreign Currency :		
Travelling	72.37	68.80
Others	14.09	17.78

**For and on behalf of the Board
For The Ruby Mills Limited**

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

**Place: Mumbai
Date: 14th August, 2018**

Annexure 'B'

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended 31st March, 2018
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L17120MH1917PLC000447
II	Registration Date	09.01.1917
III	Name of the Company	The Ruby Mills Limited
IV	Category/Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
V	Whether listed Company (Yes/No)	Yes
VI	Address of the Registered Office and contact details	Ruby House, J.K. Sawant Marg, Dadar West, Mumbai-400028.
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059, Maharashtra, India Tel : +91-22-6263 8200 Fax : +91-22-6263 8299 Email : investor@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Textile Manufacturing	13131	85%
2.	Renting of Properties	68100	15%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
	N.A.		N.A.		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2898340	-	2898340	17.33	2898340	-	2898340	17.33	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s).	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	7544140	-	7544140	45.12	7544140	-	7544140	45.12	0.00
e) Bank/ FI	-	-	-	-	-	-	-	-	-
f) Any Other Directors Relatives	2080940	-	2080940	12.45	2080940	-	2080940	12.45	0.00
Sub-Total (A)(1)	12523420	-	12523420	74.90	12523420	-	12523420	74.90	0.00
(1) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/ FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)= (A)(1) + (A)(2)	12523420	-	12523420	74.90	12523420	-	12523420	74.90	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank/ FI	37270	-	37270	0.22	37179	-	37179	0.22	0.00
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	37270	-	37270	0.22	37179	-	37179	0.22	0.00

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	708814	200	709014	4.24	715635	200	715835	4.28	0.04
ii) Overseas	-	-	-	-					
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	2112356	50964	2163320	12.94	2144105	47164	2191269	13.11	0.17
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	948424	20260	968684	5.79	934242	20260	954502	5.71	(0.08)
c) Others (specify)									
Trust	-	-	-	-	-	-	-	-	-
Clearing Members	85355	-	85355	0.51	116355	-	116355	0.70	0.19
Non-resident Indian (repat)	166769	-	166769	1.00	110040	-	110040	0.66	(0.34)
Non-resident Indian (Non Repat)	14958	-	14958	0.09	63539	-	63539	0.38	0.29
e)NBFC registered with RBI	51210	-	51210	0.31	7861	-	7861	0.05	(0.26)
Sub-Total (B)(2)	4087886	71424	4159310	24.88	4128956	-	4196580	24.88	0.00
Total Public shareholding (B)= (B)(1) + (B)(2)	4125156	71424	4196580	25.10	4128956	67624	4196580	25.10	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	16648576	71424	16720000	100.00	16652376	67624	16720000	100.00	0.00

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2017)			Shareholding at the end of the year (as on 31.03.2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Manubhai and Sons Investment Company Private Limited	2388900	14.29	-	2388900	14.29	-	0.00
2	Hiren Brothers Investments Company Private Limited	2388900	14.29	-	2388900	14.29	-	0.00
3	M. C. Shah and Sons Investment Company Private Limited	2388340	14.28	-	2388340	14.28	-	0.00
4	Executors and Trustee of late Chunilal Narbheram	378000	2.26	-	378000	2.26	-	0.00
5	Manharlal Chunilal Shah	733320	4.39	-	733320	4.39	-	0.00
6	Bharat Manharlal Shah	655000	3.92	-	655000	3.92	-	0.00
7	Viraj Manharlal Shah	551320	3.30	-	551320	3.30	-	0.00
8	Purav Hiren Shah	384508	2.30	-	384508	2.30	-	0.00
9	Hiren Manharlal Shah	364300	2.18	-	364300	2.18	-	0.00
10	Rishabh Viraj Shah	313112	1.87	-	313112	1.87	-	0.00
11	Jayshree Hiren Shah	312620	1.87	-	312620	1.87	-	0.00
12	Viraj Manharlal Shah	235200	1.41	-	235200	1.41	-	0.00
13	Hiren Manharlal Shah	235200	1.41	-	235200	1.41	-	0.00
14	Aruna Manharlal Shah	594400	3.55	-	594400	3.55	-	0.00
15	Bharat Manharlal Shah	228200	1.36	-	228200	1.36	-	0.00
16	Dipti Viraj Shah	197000	1.18	-	197000	1.18	-	0.00
17	Aabha Bharat Shah	173000	1.03	-	173000	1.03	-	0.00
18	Asha Yogesh Mehta	2100	0.01	-	2100	0.01	-	0.00
	Total	12523420	74.90	-	12523420	74.90	-	0.00

(iii) Change in Promoter's Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	There is no change	-	-	-	-

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Adrik Traders Pvt. Ltd				
	At the beginning of the year	4,88,832	2.92	4,88,832	2.92
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the end of the year			4,88,832	2.92
2.	Umesh Kishorekant Sanghvi				
	At the beginning of the year	1,73,056	1.04	1,73,056	1.04
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the end of the year			1,73,056	1.04
3.	Kishorekant Bhimji Sanghvi				
	At the beginning of the year	1,24,812	0.75	1,24,812	0.75
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the end of the year			1,24,812	0.75
4.	Champaklal Chatrabhuj Sheth				
	At the beginning of the year	1,07,940	0.65	1,07,940	0.65
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	Transfer:18/09/2017	(1,07,940)		Nil	0.00
	Transfer:19/09/2017	1,07,940		1,07,940	0.65
	Transfer:17/11/2017	(3,323)		1,04,617	0.63
	Transfer:24/11/2017	(1,677)		1,02,940	0.62
	Transfer:22/12/2017	(2,902)		1,00,038	0.60
	Transfer:29/12/2017	(1,981)		98,057	0.59
	Transfer:05/01/2018	(117)		97,940	0.59
	Transfer:12/01/2018	(2,000)		95,940	0.57
	At the end of the year			95,940	0.57

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
5.	Shashikant Gordhandas Badani				
	At the beginning of the year	1,01,020	0.60	1,01,020	0.60
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	Transfer:07/04/2017	989		1,02,009	0.61
	Transfer:14/04/2017	250		1,02,259	0.61
	Transfer:16/06/2017	500		1,02,759	0.61
	Transfer:30/06/2017	260		1,03,019	0.62
	Transfer:07/07/2017	82		1,03,101	0.62
	Transfer:14/07/2017	250		1,03,351	0.62
	Transfer:21/07/2017	250		1,03,601	0.62
	Transfer:28/07/2017	500		1,04,101	0.62
	Transfer:04/08/2017	410		1,04,511	0.63
	Transfer:11/08/2017	1,250		1,05,761	0.63
	Transfer:18/08/2017	478		1,06,239	0.64
	Transfer:15/09/2017	300		1,06,539	0.64
	Transfer:18/09/2017	(1,06,539)		0	0.00
	Transfer:19/09/2017	1,06,789		1,06,789	0.64
	Transfer:27/09/2017	250		1,07,039	0.64
	Transfer:05/01/2018	(500)		1,06,539	0.64
	Transfer:12/01/2018	(2,542)		1,03,997	0.62
	Transfer:23/03/2018	219		1,04,216	0.62
	At the end of the year			1,04,216	0.62
6.	K B Sanghvi				
	At the beginning of the year	59,492	0.36	59,492	0.36
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the end of the year			59,492	0.36
7.	Risha Dyeing And Printing Pvt. Ltd				
	At the beginning of the year	56,760	0.34	56,760	0.34
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the end of the year			56,760	0.34

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
8.	Rajendra J. Saboo				
	At the beginning of the year	51,709	0.31	51,709	0.31
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	Transfer:14/04/2017	1,000		52,709	0.32
	Transfer:21/04/2017	3,224		55,933	0.33
	Transfer:18/09/2017	(55,933)		0	0.00
	Transfer:19/09/2017	55,933		55,933	0.33
	At the end of the year			55,933	0.33
9.	Choice International Limited				
	At the beginning of the year	51,200	0.31	51,200	0.31
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	Transfer :28/04/2017	(200)		51,000	0.31
	Transfer:23/06/2017	(100)		50,900	0.30
	Transfer:07/07/2017	(100)		50,800	0.30
	Transfer:21/07/2017	(100)		50,700	0.30
	Transfer:01/09/2017	(258)		50,442	0.30
	Transfer:08/09/2017	(442)		50,000	0.30
	Transfer:15/09/2017	(1,200)		48,800	0.29
	Transfer:18/09/2017	(48,800)		0	0.00
	Transfer:19/09/2017	48,600		48,600	0.29
	Transfer: 20/09/2017	7,744		56,344	0.34
	Transfer:13/10/2017	1,000		57,344	0.34
	Transfer:20/10/2017	(3,300)		54,044	0.32
	Transfer:27/10/2017	1,907		55,951	0.33
	Transfer:24/11/2017	(7)		55,944	0.33
	Transfer:01/12/2017	(100)		55,844	0.33
	Transfer:15/12/2017	(200)		55,644	0.33
	Transfer:22/12/2017	(100)		55,544	0.33
	Transfer:29/12/2017	(1,200)		54,344	0.33
	Transfer:30/12/2017	(2,000)		52,344	0.31
	Transfer:05/01/2018	(100)		52,244	0.31
	Transfer:12/01/2018	(2,344)		49,900	0.30
	Transfer:19/01/2018	(6)		49,894	0.30
	Transfer:23/02/2018	(42,056)		7,838	0.05
	Transfer:16/03/2018	(52)		7,786	0.05
	At the end of the year			7,786	0.05

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
10.	Anil J Saboo				
	At the beginning of the year	44,503	0.27	44,503	0.27
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	Transfer:14/04/2017	2,000		46,503	0.28
	Transfer:18/09/2017	(46,503)		0	0.00
	Transfer:19/09/2017	46,503		46,503	0.28
	At the end of the year			46,503	0.28

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year (as on 1.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Shri Hiren M. Shah Executive Chairman				
	At the beginning of the year	3,64,300	2.18	3,64,300	2.18
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year			3,64,300	2.18
2	Shri Bharat M. Shah Managing Director				
	At the beginning of the year	6,55,000	3.92	6,55,000	3.92
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year			6,55,000	3.92
3	Shri Viraj M. Shah Managing Director				
	At the beginning of the year	5,51,320	3.30	5,51,320	3.30
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year			5,51,320	3.30

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning the year (as on 1.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
4	Smt. Aruna M. Shah Non-Executive Director				
	At the beginning of the year	5,94,400	3.55	5,94,400	3.55
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year			5,94,400	3.55
5.	Shri Deepak Shah Non-Executive Independent Director				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year				
6.	Shri Shardul Thacker, Non-Executive Independent Director				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year				
7.	Shri Purav Hiren Shah Additional Whole-time Director and Chief Executive Officer				
	At the beginning of the year	3,84,508	2.30	3,84,508	2.30
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year			3,84,508	2.30
8.	Shri Mehernosh Rusi Currawala Additional Independent Director				
	At the beginning of the year			5,000	0.03
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year			5,000	0.03

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning the year (as on 1.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
9.	Shri Yogen Shivilal Lathia, Additional Independent Director				
	At the beginning of the year	2,020	0.01	2,020	0.01
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year			2,020	0.01
10.	Shri Pradip Narottamdas Kapasi, Additional Independent Director				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year			-	-
11.	Jayaraman Seshadrinathan				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year			-	-
12.	*Nikhil Sankpal				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year			-	-
13.	**Kanika Kabra				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)	-	-	-	-
	At the end of the year				

*Nikhil Sankpal, Company Secretary resigned from the services of the Company with effect from 14th August, 2017.

**Mrs. Kanika Kabra was appointed as Company Secretary and Compliance Officer of the Company with effect from 14th August, 2017 and resigned with effect from 3rd April, 2018.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (Amt. in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,17,06,74,306	77,88,85,000	-	3,94,95,59,306
ii) Interest due but not paid	-	1,42,58,219	-	1,42,58,219
iii) Interest accrued but not due	7,10,425	-	-	7,10,425
Total (i+ii+iii)	3,17,13,84,731	79,31,43,219	-	3,96,45,27,950
Change in Indebtedness during the financial year				
• Addition	18,00,00,000	25,26,96,000	-	43,26,96,000
• Reduction	(58,18,80,484)	(12,97,90,000)	-	(71,16,70,484)
Net Change	(40,18,80,484)	12,29,06,000	-	(27,89,74,484)
Indebtedness at the end of the financial year				
i) Principal Amount	2,76,87,93,822	90,17,91,000	-	3,67,05,84,822
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	86,77,606	-	-	86,77,606
Total (i+ii+iii)	2,77,74,71,428	90,17,91,000	-	3,67,92,62,428

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (₹)
		Hiren M. Shah	Bharat M. Shah	Viraj M. Shah	Purav H. Shah	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	95,64,000	95,64,000	95,64,000	11,01,935	2,97,93,935
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	12,36,000	12,36,000	12,36,000	9,03,587	46,11,587
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	N.A.	N.A.	N.A.	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.	N.A.	N.A.
4.	Commission - As % of Profit - Others, specify	N.A.	N.A.	N.A.	N.A.	N.A.
5.	Others, please specify	-	-	-	-	-
	Total (A)	1,08,00,000	1,08,00,000	1,08,00,000	20,05,522	3,44,05,522
	Ceiling as per the Act	(Remuneration paid is within the ceiling limits of 11% of the net profit of the Company as per section 198 of the Companies Act, 2013)				

* Shri. Purav H. Shah was appointed as the Whole time Director with effect from 13th December, 2017.

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Fee for attending board/ committee meetings	Commission	Others, please specify	Total Amount (₹)
1.	Independent Directors				
	Shri Shardul J. Thacker	3,04,626	-	-	3,04,626
	Dr. Anup P. Shah	1,14,626	-	-	1,14,626
	Shri Deepak R. Shah	2,88,500	-	-	2,88,500
	Shri. Yogen S. Lathia	2,25,500	-	-	2,25,500
	Shri. Mehernosh Currawalla	47,500	-	-	47,500
	Shri. Pradip Kapasi	47,500	-	-	47,500
	Total (1)	10,28,252	-	-	10,28,252
2.	Other Non-Executive Directors				
	Smt. Aruna. M. Shah	1,31,626	-	-	1,31,626
	Total (2)	1,31,626	-	-	1,31,626
	Total (B) = (1+2)	11,59,878	-	-	11,59,878
	Total Managerial Remuneration				3,44,05,522

C. REMUNERATION TO KMP OTHER THAN MD/MANAGER/WTD

Sr.	Particulars of Remuneration	Key Managerial Personnel				Total Amount (₹)
		Chairman Emeritus	CEO	Company Secretary *	CFO	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,33,08,000	37,34,465	5,39,324	19,08,594	1,94,90,383
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	16,92,000	7,23,145	10,040	5,82,000	33,05,153
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - As % of Profit - Others, specify	-	-	-	-	-
5.	Others, please specify	-	2,97,968	59,206	3,16,406	59,206
	Total	1,50,00,000	47,55,578	6,08,570	28,07,000	1,28,54,742

* Shri. Nikhil Sankpal resigned from the Services of the Company with effect from 14th August, 2018.

* Mrs. Kanika Kabra was appointed as the Company Secretary of the Company with effect from 14th August 2018 and resigned w.e.f. 3rd April, 2018.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal, made if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**For and on behalf of the Board
For The Ruby Mills Limited**

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

**Place: Mumbai
Dated: 14th August, 2018**

Annexure 'C'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2017-18

[Pursuant to the Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014]

Particulars	Details
1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.	The Ruby Mills Limited Company strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of helping needy people by providing food, clothes, etc., keeping the environment clean and safe for the society by adhering to the best practices and technologies, and so on. It is the Company's intent to make a positive difference to society in which the Company lives and operates. The Projects / Programmes undertaken or proposed to be undertaken either by an Implementation Agency or the Company directly are / shall be in line with the activities enumerated in Schedule VII of the Companies Act, 2013 with rules framed there under (including any statutory modifications or re- enactments thereof for the time being in force as amended from time to time). The detailed Corporate Social Responsibility Policy is available on the website of the Company at the following link- http://www.rubymills.com/investors/policies/corporate-social-responsibility-philosophy that gives an overview of the projects or programmes undertaken during the financial year 2017-18.
2. The Composition of the CSR Committee.	The Company has a CSR Committee of directors comprising of: Dr. Anup P. Shah - Chairman, Independent Director (resigned w.e.f 29th August, 2017) Shri Hiren M. Shah - Chairman, Executive Chairman (Appointed as the Member of Corporate Social Responsibility Committee w.e.f 17th May, 2017) Mr. Shardul J. Thacker- Member, Independent Director Smt. Aruna M. Shah- Member, Non- Executive Director
3. Average net profit of the company for last three financial years	Rs. 40,01,78,602/-
4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	Rs. 80,03,572/-
5. Details of CSR amount spent during the financial year	
(a) Total amount to be spent for the financial year	Rs. 78,12,125/-
(b) Amount unspent , if any	NIL

(c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district Where projects or programs were undertaken	Amount outlay (budget) project or program wise (₹)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (₹)	Cumulative expenditure upto the reporting period (as on 31.03.2018) (₹)	Amount spent: Direct or through implementing agency
(1)	Towards CSR Activities For Value-Education & Self Development Programmes For Children Etc.	Promoting education, including special education and employment enhancing vocation skills especially among children	Valsad Gujarat	25,00,000	25,00,000	25,00,000	Direct
(2)	Towards CSR activity to Transform Lives by Giving the Needy Blind the Gift of Sight	Promoting health care including preventive health care.	Mumbai	10,00,000	10,00,000	10,00,000	Direct
(3)	Towards CSR activity for hospital and various charitable activities & cataract operation for all patients for the period of 3 months	Promoting health care including preventive health care.	Mehsana - Gujarat	1,25,000	1,25,000	1,25,000	Direct
(4)	Towards CSR Activity For Value-Education & Self-Development Programmes For Children	Promoting education, including special education and employment enhancing vocation skills especially among children.	Navi Mumbai	18,00,000	18,00,000	18,00,000	Direct

(c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1)Local area or other (2) Specify the State and district Where projects or programs were undertaken	Amount outlay (budget) project or program wise (₹)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (₹)	Cumulative expenditure upto the reporting period (as on 31.03.2018) (₹)	Amount spent: Direct or through implementing agency
(5)	Towards CSR Activity For Animal Welfare	Animal Welfare	Ghatkopar	25,00,000	25,00,000	25,00,000	Direct
	Direct Expenditure			79,25,000	79,25,000	79,25,000	Direct
	Overhead			-	-	-	
	Total			79,25,000	79,25,000	79,25,000	
6.	In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.			N.A			
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the company.			We hereby affirm that the CSR Policy, as approved by the Board has been implemented and the CSR Committee monitors the implementation of the CSR Projects and activities in compliance with our CSR Objectives.			

**For and on behalf of the Board
For The Ruby Mills Limited**

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

**Place: Mumbai
Dated: 14th August, 2018**

Annexure 'D'

SECRETARIAL AUDIT REPORT
Form No. MR-3
FOR THE FINANCIAL YEAR ENDED 31.03.2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
THE RUBY MILLS LIMITED
Ruby House, J. K. Sawant Marg,
Dadar West, Mumbai - 400 028.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Ruby Mills Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by The Ruby Mills Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during Audit Period);**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during Audit Period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during Audit Period as the Company);**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit period);** and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit period);**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(VI) We further report that as informed to us by the management, the Company has segment wise reporting, the real estate activities which were restricted only to giving its premises on leave and license and therefore no real estate activity has been carried out by the Company. In view of the same, the Company operates only in single segment i.e. textiles and accordingly, the sector specific compliance of the following laws applicable specifically to the Company have been audited:

- a) The Textiles Committee Act, 1963;
- b) The Textiles (Consumer Protection) Regulation, 1988;
- c) The Textiles (Development and Regulation) Order, 2001.

(VII) and all other Acts as are generally applicable to the Company.

We have also examined compliance with the applicable clauses/regulations of the following:

(A) Secretarial Standards issued by The Institute of Company Secretaries of India;

(B) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / the Listing Agreements entered into by the Company with Bombay Stock Exchange Limited & National Stock Exchange of India Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, the Company has intimated to Stock Exchange(s) under Regulation 30 of SEBI (SAST) Regulations, 2015 on 3rd August, 2017, regarding arrest of Mr. Bharat Shah, Managing Director of the Company by the CBI in connection with an alleged offence (with which the Company is in no way connected) committed against a bank by one of the buyers of the office premises in their IT Park.

Further, the Company intimated to the Stock Exchange(s) on 12th October, 2017 that Mr. Bharat Shah, Managing Director of the Company has been granted bail by the Session Court, Thane on 10th October, 2017 and he was released on 12th October, 2017.

We further report that during the audit period the company has not made:

- (i) Redemption / buy-back of securities
- (ii) Merger / amalgamation / reconstruction, etc.
- (iii) Foreign technical collaborations
- (iii) Preferential/Private Placement or Rights issue of Shares.

For Vikas R. Chomal & Associates

Vikas R. Chomal
(Proprietor)
ACS No. 24941
C P No.: 12133

Place: Mumbai
Date: 14th August, 2018

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

**To,
The Members
The Ruby Mills Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of Statutory and other records are the responsibility of the management of the company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the company. We have relied on the report of the statutory auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. Company was following system of obtaining reports from various departments to ensure compliance with applicable laws and now is in the process of implementing electronic system for compliance management to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Vikas R. Chomal & Associates

**Vikas R. Chomal
Proprietor
ACS No. 24941
C P No.: 12133**

**Place: Mumbai
Date: 14th August, 2018**

Annexure 'E'

Disclosure of Remuneration under Section 197(12) of Companies Act, 2013 read with Rule 5(1) & 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr.No.	Requirements	Details								
1.	the ratio of the remuneration of each director to the median employee's remuneration for the financial year 2017-18	<table><tr><td>Mr. Hiren M Shah</td><td>33.65:1</td></tr><tr><td>Mr. Bharat M Shah</td><td>33.65:1</td></tr><tr><td>Mr. Viraj M Shah</td><td>33.65:1</td></tr><tr><td>Mr. Purav Shah</td><td>05.21:1</td></tr></table>	Mr. Hiren M Shah	33.65:1	Mr. Bharat M Shah	33.65:1	Mr. Viraj M Shah	33.65:1	Mr. Purav Shah	05.21:1
Mr. Hiren M Shah	33.65:1									
Mr. Bharat M Shah	33.65:1									
Mr. Viraj M Shah	33.65:1									
Mr. Purav Shah	05.21:1									
2.	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2017-18	Nil								
3.	the percentage increase in the median remuneration of employees in the financial year 2017-18	3.51 %								
4.	The number of permanent employees on the roll of company as on 31st March, 2018	152								
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	There is no increase in the remuneration of the Whole time Directors.								
6.	Affirmation that the remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid during the year ended 31 st March, 2018 was as per the Nomination and Remuneration Policy of the Company.								

1. The Non- Executive directors are entitled for sitting fees as per the statutory provisions. The details of remuneration paid to non executive directors are disclosed in the Corporate Governance Report. Hence, the ratio of remuneration and percentage increase for non executive director's remuneration is therefore not considered for the above purpose.
2. Employees for the purpose above include all employees excluding employees governed under collective bargaining and on contract.
3. Mr. Nikhil Sankpal, Company Secretary and Compliance Officer of the Company, resigned with effect from 14th August, 2017. Mrs. Kanika Kabra was appointed as Company Secretary and Compliance Officer of the Company with effect from 14th August, 2017. She resigned on 3rd April, 2018. Thereafter, Ms. Naina Kanagat has been appointed as the Compliance Officer with effect from 2nd May, 2018 and Company Secretary of the Company with effect from 30th May, 2018.

**For and on behalf of the Board of Directors
For The Ruby Mills Limited**

**Hiren M. Shah
Executive Chairman
DIN: 00071077**

**Place: Mumbai
Dated: 14th August, 2018**

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Corporate Governance:

Ethical dealings, transparency, fairness, disclosure and accountability are the main virtue set by our beloved Chairman Emeritus, Late Shri Manharlal Chunilal Shah who has devoted 65 years of his life working towards the growth of The Ruby Mills. The Company believes in adopting and adhering to the best standards of corporate governance to all the stakeholders. The Company's corporate governance is therefore based on the following principles:

- Appropriate composition, size of the Board and commitment to adequately discharge its responsibilities and duties.
- Transparency and independence in the functions of the Board.
- Availability of information to the members of the Board and Board Committee to enable them to discharge their fiduciary duties.
- Adequate risk management and Internal Control.
- Protection of shareholder's rights and priority for investor relations.
- Timely and accurate disclosure on all matters concerning operations and performance of the Company.

The Company understands and respects its fiduciary role and responsibility to its shareholders. The report on the Company's corporate governance, as per the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

2. Board of Directors :

Your Company's Board is a professionally managed Board, consisting of 10 (Ten) Directors in all, categorized as under:

i. Composition of Board of Directors:

During the financial year 2017-18, the Board of Directors comprised of an Executive Chairman, 2 (Two) Managing Directors, 1 (One) Executive Director along-with 6 (Six) non-executive Directors.

Since the Chairman is an Executive Chairman, the requirement of half of the Board of Directors as Independent Directors is met with by the Company in view of 5 (Five) Independent Directors out of a total of 10 (Ten) Directors. The non-executive Independent Directors are eminent professionals and have experience in the field of finance, taxation, management, administration and law, bringing a wide range of expertise and experience to the Board.

The Board does not have any Nominee Director on its board representing any institution.

Composition of the Board and category of Directors:-

Sr.No.	Name	Category
1.	Shri Hiren M. Shah	Executive Chairman
2.	Shri Bharat M. Shah	Managing Director
3.	Shri Viraj M. Shah	Managing Director
4.	Smt. Aruna M. Shah	Non-executive Director
5.	Shri Shardul J. Thacker	Independent Director
6.	¹ Dr. Anup P. Shah	Independent Director
7.	Shri Deepak R. Shah	Independent Director
8.	Shri Yogen S. Lathia	Independent Director
9.	² Shri Purav Hiren Shah	Executive Director
10.	³ Shri Mehernosh Rusi Currawalla	Independent Director
11.	⁴ Shri Pradip Narottamdas Kapasi	Independent Director

¹Dr. Anup P. Shah, Independent Director of the Company resigned w.e.f. 29th August, 2017.

²Shri Purav Hiren Shah was appointed as an Additional Executive Director w.e.f. 13th December, 2017.

³Shri Mehernosh Rusi Currawalla was appointed as an Additional Independent Director w.e.f. 28th November, 2017.

⁴Shri Pradip Narottamdas Kapasi was appointed as an Additional Independent Director w.e.f. 13th December, 2017.

ii. Board Procedure and Access to information

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Detailed Agenda are circulated to the Directors in advance. All material informations are incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

During the year 2017-18, the Board met 7 (Seven) times on the following dates 17th May, 2017, 3rd August, 2017, 14th August, 2017, 11th September, 2017, 27th September, 2017, 13th December, 2017, and 12th February, 2018.

Attendance of each Director at the Board Meeting and Last Annual General Meeting and number of Chairmanship/membership in other companies Board Committees are given in following Table.

Name of Director	Status Executive / Non-Executive	No. of Board Meetings held	No. of Board Meetings attended	Attendance at last AGM	No. of Directorship in other Cos.		No. of Chairmanship / Membership in other Board Committee	
					Public	Pvt.	Chairmanship	Membership
Shri. Hiren M. Shah	EC	7	7	Yes	-	4	-	-
Shri Bharat M. Shah	MD	7	3	No	-	4	-	-
Shri. Viraj M. Shah	MD	7	6	Yes	-	4	-	-
Smt. Aruna M. Shah	NED	7	6	No	-	-	-	-
Shri Shardul J. Thacker	NED/ ID	7	7	Yes	2	3	1	2
Dr. Anup P. Shah	NED/ID	3	3	No	5	3	3	6
Shri Deepak R. Shah	NED/ID	7	7	Yes	1	-	1	1
Shri Yogen S. Lathia	NED/ ID	7	7	Yes	1	2	0	1
Shri Purav H. Shah	ED	1	1	NA	-	3	-	-
Shri Mehernosh R. Currawalla	NED/ ID	2	2	NA	-	6	-	-
Shri Pradip N. Kapasi	NED/ ID	2	2	NA	-	1	-	-

Note:

1. The Directorships held by Directors mentioned above; do not include Alternate Directorship and Directorship in Foreign Companies, Section 8 Companies.
2. In accordance with Regulation 26 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships of only the Audit Committees

and Shareholders/Investors Grievance Committee in all Public Limited Companies (excluding The Ruby Mills Limited) have been considered.

3. Membership Includes Chairmanship of Committee.

iii. Inter-se relationships among Directors

Our beloved and respected Late Shri M. C. Shah, Chairman Emeritus of the Company held the family together and set strict discipline amongst his sons. The legacy will be continued by his son, Shri Hiren M. Shah – Executive Chairman who is assisted by his brothers Shri Bharat M. Shah – Managing Director, Shri Viraj M. Shah – Managing Director and his son, Shri. Purav H. Shah – Chief Executive Officer and Whole time Director of the Company. Except the above, there are no inter-se relationships among the Directors.

iv. Code of Conduct

The Company has adopted a Code of Conduct for the Members of the Board and the Senior Managements. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code of Conduct as on 31st March, 2018 and a declaration to that effect signed by the Chief Executive Officer is given below.

I hereby confirm that:

“The company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2017-18.”

Purav H. Shah

Chief Executive Officer & Whole Time Director

DIN No. 00123460

v. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting:

- The provisions of Section 149 and 152(6) of the Companies Act, 2013 and rules made thereunder, stipulate that at least 1/3rd of the 2/3rd of the Directors of the Company other than Independent Directors, are liable to retire by rotation every year. Accordingly, **Smt. Aruna M. Shah (DIN:00070999)** retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.
- Pursuant to the amendment dated 9th May, 2018 to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which shall be effective from 1st April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed.

Since, **Smt. Aruna Manharlal Shah** has attained the age of Seventy-five years, Board of Directors and Nomination and Remuneration Committee at their meeting held on 30th May, 2018 have recommended continuation of her term as Non-Executive Director beyond the age of Seventy Five (75) years considering her long-term association and wide experience at the ensuing Annual General Meeting.

- Shri Mehernosh Rusi Currawalla (DIN: 01089742)** was appointed as an Additional Director (Non – Executive Independent Director) w.e.f. 28th November, 2017 up to the ensuing Annual General Meeting.

Notices under Section 160 of the Companies Act, 2013 have been received proposing candidature of Shri Mehernosh Rusi Currawalla for the position of Director of the Company.

- Shri. Pradip Narottamdas Kapasi (DIN: 01275033)** was appointed as an Additional Director (Non – Executive Independent Director) w.e.f 13th December, 2017 up to the ensuing Annual General Meeting.

Notices under Section 160 of the Companies Act, 2013 have been received proposing candidature of Shri Pradip Narottamdas Kapasi for the position of Director of the Company.

- **Shri Purav Hiren Shah (DIN: 00123460)** was appointed as an Additional Executive Director of the Company w.e.f 13th December, 2017 up to the ensuing Annual General Meeting.

Notices under Section 160 of the Companies Act, 2013 have been received proposing candidature of Shri Purav Hiren Shah for the position of Executive Director of the Company.

- The Board of Directors of the Company vide resolution dated 30th May, 2018 approved re-appointment of **Shri Hiren M. Shah, Executive Chairman, Shri Bharat M. Shah, Managing Director and Shri Viraj M. Shah, Managing Director** of the Company for a period of five years w.e.f. 1st April, 2019 to 31st March, 2024 subject to approval of members at the ensuing Annual General Meeting.
- The brief profile and other relevant particulars of directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are furnished in the Notice convening the 102nd Annual General Meeting of the Company to be held on Friday, 28th September, 2018.

3. Chairman Emeritus

Shri. Manharlal Chunilal Shah, Chairman Emeritus of your Company expired on 21st July, 2018 after devoting 65 years of his life working for the Company. Shri. Manharlal Chunilal Shah was an exceptional human being and an outstanding leader. Shri Manharlal Shah, a towering and well respected personality in the Indian Textile Industry was also well known for his philanthropic activities.

Your Directors express their deep sorrow on the sad demise of Shri. Manharlal Chunilal Shah. May almighty God grant peace to his soul.

4. Board Committees

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference/ scope. The Board has established various Committees such as Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee. The minutes of the meetings of all committees are placed before the Board for discussion/noting.

a.i. Audit Committee

The terms of reference of the Audit Committee are broadly as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment, remuneration and terms of appointment of auditors and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval;
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices along with reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

- Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertaking or assets of the company, whenever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with the internal auditors any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower mechanism;
- Approving the appointment of the Chief Financial Officer after assessing the qualifications, experience and background, etc., of the candidate; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

The Audit Committee shall mandatorily review the following:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the internal auditor.

Further, the audit committee ensures that it has reviewed each area that is required to review under its terms of reference and under applicable regulation or by way of good practice. This periodic review ensures that all areas within the scope of committee are reviewed.

The Audit Committee of the Company met 6 (Six) times during the year as per the dates mentioned below:

17th May, 2017, 14th August, 2017, 11th September, 2017, 27th September, 2017, 13th December, 2017 and 12th February, 2018.

The Audit Committee of the Board comprises of 1 (One) Managing Director, 1(One) Executive Chairman and 3 (Three) Non-Executive Independent Directors. Recommendations of the Audit Committee, if any, are considered and implemented by the Board from time to time.

The Composition of Audit Committee and the details of meetings attended by its members are given below:

Name of the Audit Committee Member	Category of Directorship	Status	No. of Meetings Attended
Shri. Deepak R. Shah	Non-Executive Director – Independent	Chairman	6/6
¹ Dr. Anup P. Shah	Non-Executive Director – Independent	Chairman	2/2
Shri. Shardul J. Thacker	Non-Executive Director – Independent	Member	6/6
² Shri. Yogen Lathia	Non-Executive Director – Independent	Member	3/3
Shri. Bharat M. Shah	Managing Director	Member	3/6
³ Shri. Hiren M. Shah	Executive Chairman	Member	3/3

¹Dr. Anup P. Shah resigned w.e.f. 29th August, 2017 and Shri. Deepak Shah appointed as Chairman of Audit Committee w.e.f. 27th September, 2017

²Shri. Yogen S. Lathia was appointed as a Member of Audit Committee w.e.f. 11th September, 2017

³Shri. Hiren M. Shah was appointed as a Member of Audit Committee w.e.f. 11th September, 2017 and resigned w.e.f. May 30, 2018

The Chief Financial Officer, Chief Executive Officer and the representative of Statutory Auditor, Internal Auditor were also invited to attend the Audit Committee meetings. Shri Deepak Shah was present at 101st Annual General Meeting of the Company held on 27th September, 2017 to attend and reply to the shareholders queries.

The Company generally considers and reviews all items listed in the applicable acts and regulations. The Committee mandatorily reviews information as per the requirement of applicable acts and regulations and such other matters as considered appropriate by it or referred to it by Board.

a.ii. Nomination and Remuneration Committee:

The Board of Directors of the Company has constituted the Nomination and Remuneration Committee in conformity with and keeping a good balance with the requirements under provisions of Section 178 of the Companies Act, 2013 and is in line with the provisions of the relevant requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015 to determine and review the remuneration package of Managing/Whole-time/Executive/Independent Directors, senior officers of the Company, evaluating performance of directors/senior officer and to deal with other matters related to appointment and removal of managerial/ directors/ senior personnel.

Brief description of Terms of Reference:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

Further, the Nomination and Remuneration committee ensures that it has reviewed each area that is required to review under its terms of reference and under applicable acts/ regulation or by way of good practice.

Nomination and Remuneration Committee Meeting of the Company was held on 14th August, 2017 and 13th December, 2017 during the financial year ended on 31st March, 2018. Presently, the Company does not have any Stock Option Scheme.

The Composition of Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of the Remuneration Committee Member	Category of Directorship	Status	No. of Meetings attended
Shri. Yogen S. Lathia	Non-Executive Director – Independent	Chairman	2/2
Shri. Shardul J. Thacker	Non-Executive Director – Independent	Member	2/2
Shri. Deepak R. Shah	Non-Executive Director – Independent	Member	2/2

Remuneration Policy

The remuneration policy for Working Directors is in line with the other peer Companies and reviewed periodically. The payment of remuneration is duly approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee and the Shareholders.

The performance evaluation criteria for Independent Directors and criteria of making payments to Non-Executive Directors forms part of Nomination and Remuneration Policy which has been uploaded on the Company's website at the following link-<http://site.rubymills.com/investors/policies/nomination-cum-remuneration-policy>.

Director's Remuneration

Details of remuneration paid to Managing Directors and Whole-time Directors for the year ended 31st March, 2018 are as follows:-

All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;

(Amt in ₹)

Name of Director	Shri H. M. Shah	Shri B. M. Shah	Shri V. M. Shah	**Shri. P.H. Shah
Designation	Executive Chairman	Managing Director	Managing Director	Executive Director & CEO
Salary (Rs.)	95, 64, 000	95, 64, 000	95, 64, 000	11,01,935
*Value of Perquisite (Rs.)	88, 320	88, 320	88, 320	7,71,355
Contribution to PF (Rs.)	11, 47, 680	11, 47, 680	11, 47, 680	1,32,232
details of fixed component and performance linked incentives, along with the performance criteria;	-	-	-	-
service contracts, notice period, severance fees;	-	-	-	-
stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	-	-	-	-
Total	1,08,00,000	1,08,00,000	1,08,00,000	20,05,522

* Value of perquisites include Telephone, vehicle expense etc.

** Purav Hiren Shah was appointed as an Additional Executive Director w.e.f. 13th December, 2017 and the above remuneration includes for the period after which he was appointed as an Additional Executive Director

Sitting Fees & Commission paid to Non-executive Directors

The Non-Executive Directors are paid sitting fees at the rate of Rs. 20,000/- for attending each meeting of the Board and Audit Committees and Rs. 7,500/- for attending each meeting of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship/ Shareholders/ Investor Grievance Committee respectively.

In respect of the financial year 2017-18 the sitting fees paid/payable to the Non-Executive Directors are as detailed below.

(In ₹)	
Name	Total Sitting fees paid
Smt Aruna M. Shah	1,31,626
Shri Shardul J. Thacker	3,04,626
Dr. Anup P. Shah	1,14,626
Shri Deepak R. Shah	2,88,500
Shri Yogen S. Lathia	2,25,500
Shri Mehernosh Rusi Currawalla	47,500
Shri Pradip Narottamdas Kapasi	47,500

Note: No commission is paid to any of the Directors.

a.iii. Stakeholders Relationship Committee:

Brief Description of Terms of Reference:

The brief terms of reference of the Committee includes resolving grievances of all the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, and non-receipt of declared dividend. Stakeholders Relationship Committee has the mandate to review and redress shareholder grievances.

A meeting of the Committee was held on 11th September, 2017.

The Composition of Stakeholders Relationship Committee of the Board comprises of 4 (four) members and the details are given below:-

Name of the Share Transfer and Shareholders / Investors Grievance Committee Member	Category of Directorship	Status	No. of Meetings Attended
Shri Deepak R. Shah	Non-Executive, Independent	Chairman	1/1
Shri Hiren M. Shah	Executive Chairman	Member	1/1
Shri Bharat M. Shah	Managing Director	Member	0/1
Shri Viraj M. Shah	Managing Director	Member	1/1

Name & Designation of Compliance Officer:

The Board on recommendation of Nomination and Remuneration Committee appointed Mrs. Kanika Kabra as the Company Secretary and Compliance Officer of the Company with effect from 14th August, 2017 pursuant to the resignation of Mr. Nikhil Sankpal. Mrs. Kanika Kabra resigned on 3rd April, 2018.

Thereafter, Ms. Naina R. Kanagat has been appointed as Compliance Officer with effect from 2nd May, 2018 and Company Secretary with effect from 30th May, 2018.

A statement of various complaints received and redressed by the Company during the financial year ended 31st March, 2018 is given below:

Name of Complaint	Number of Investors' Complaint pending at the beginning of the year	Number of Investors' Complaint received during the year	Number of Investors' Complaint disposed of during the year	Number of Investors' Complaint remaining unresolved at the end of the year
Non Receipt of Annual Report	-	-	-	-
Non Receipt of Dividend Warrants	-	2	2	-
Non Receipt of Bonus Shares	-	-	-	-
Request for Duplicate Share Certificates	-	-	-	-
Non Receipt of Share Transferred	-	-	-	-
Others	-	-	-	-
Letters from Stock Exchanges/SEBI	-	1	1	-
Ministry of Corporate Affairs	-	-	-	-
Total	NIL	3	3	NIL

Compliance Certificate

Compliance Certificate for Corporate Governance from Auditors of the Company is annexed to this report.

a.iv. Corporate Social Responsibility Committee

The Board of Directors of the Company has constituted Corporate Social Responsibility Committee in line with the provisions of Section 135 and Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

Brief description of Terms of Reference:

To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 to recommend the amount of expenditure to be incurred on the activities; and monitor the Corporate Social Responsibility Policy of the Company from time to time.

Corporate Social Responsibility Committee Meeting of the Company was held on 17th May, 2017 during the financial year 2017-18.

The Composition of Corporate Social Responsibility Committee of the Board comprises of 3 (three) members and the details of meetings attended by its members are given below:

Name of the Social Responsibility Committee Member	Category of Directorship	Status	No. of meetings attended
#Dr. Anup P. Shah	Non-Executive Director – Independent	Chairman	1/1
Shri Shardul J. Thacker	Non-Executive Director – Independent	Member	1/1
Smt. Aruna M. Shah	Non-executive Director	Member	1/1
*Shri Hiren M. Shah	Executive Chairman	Chairman	N.A.

#Dr. Anup P Shah resigned from the Corporate Social Responsibility Committee with effect from 29th August, 2017.

*Shri Hiren M. Shah was appointed as the Member of Corporate Social Responsibility Committee with effect from 17th May, 2017.

a.v. Risk Management Committee

The Risk Management Committee is responsible for formulating a Risk Management Policy which shall indicate the procedure and measures to be taken to identify and minimize the risks impacting the Company's business; to recommend the Board members about risk assessment and minimization procedure; and to monitor the implementation of recommendations made by committee to the Board.

The Risk Management Committee of the Board comprises of 3 (Three) executive directors of the Company:-

Name of the Risk Management Committee Member	Category of Directorship	Status
Shri. Hiren M. Shah	Executive Chairman	Chairman
Shri. Viraj M. Shah	Managing Director	Member
Shri. Purav H. Shah	Executive Director & Chief Executive Officer	Member

5. Independent Directors Meeting:

In a separate meeting of independent directors held on 28th February, 2018, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was reviewed and evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors.

6. General Body Meetings:

The details of Annual General Meetings held in last three years are as under:-

AGM	DAY	DATE	TIME	VENUE	Details of the Special Resolutions
101 st	Wednesday	27/09/2017	4.30 p.m.	Ruby House, J.K.Sawant Marg, Dadar, Mumbai-28.	1. Ratification of Cost Auditor Remuneration. 2. Re-designation of Shri Hiren M. Shah as Executive Chairman of the Company and approval for remuneration for two years from 1st April, 2017 to 31st March, 2019. 3. Re-designation of Shri Bharat M. Shah as Managing Director of the Company and approval for remuneration for two years from 1st April, 2017 to 31st March, 2019. 4. Re-designation of Shri Viraj M. Shah as Managing Director of the Company and approval for remuneration for two years from 1st April, 2017 to 31st March, 2019. 5. Alteration of Articles of Association of the Company.
100 th	Monday	19/09/2016	4.30 p.m.	Ruby House, J.K.Sawant Marg, Dadar, Mumbai-28.	No Special Resolution
99 th	Wednesday	30/09/2015	4.30 p.m.	Ruby House, J.K.Sawant Marg, Dadar, Mumbai-28.	1. Alteration of Memorandum of Association 2. Alteration of Articles of Association.

- Whether special resolutions were put through postal ballot last year? No
- Are special resolutions proposed to be put through postal ballot this year? No
- No Extra Ordinary General Meeting was held.

7. Familiarisation Programme

The Policy on the Company's Familiarisation Programme for Independent Directors can be accessed at <http://site.rubymills.com/investors/familiarisation-programme-for-independent-directors>

8. Disclosures

a. Disclosure regarding materially significant related party transactions :

During the year under review, besides the transactions reported in Director's Report, there were no other related party transactions with the promoters, directors and management that had a potential conflict with the interest of the Company at large.

All the transactions with related parties are periodically placed before the Audit Committee. The Register of Contracts detailing transactions in which Directors are interested is placed before the Board for its approval. Transactions with related parties, as per requirements of Companies Act, 2013 and Indian Accounting Standard 18, are disclosed in Note No. 41 to the Accounts and in the Director's Report part of the Annual Report and they are not in conflict with the interest of the Company at large. The board has approved a policy on related party transactions which has been uploaded on the Company's website at the following link- <http://site.rubymills.com/investors/policies/related-party-transactions>

b. Disclosure of non-compliance by the Company

No penalties have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c. Whistle blower and Vigil Mechanism policy:

The Company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice. The said policy has been also put up on the website of the Company at the following link- <http://site.rubymills.com/investors/policies/vigil-mechanismwhistle-blower-policy>

d. The Company has complied with the Mandatory requirements regarding the Board of Directors, Audit Committees and other Board Committees and other disclosures as required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance in respect of non-mandatory requirement the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

a.i. Maintenance of the Chairman's Office:

The Company has an Executive Chairman and the office provided to him for performing his executive duties is also utilized by him for discharging his duties as Chairman. No separate office is maintained for the Non-Executive Chairman of the Audit Committee but Secretarial and other assistance is provided to him whenever needed, in performance of his duties.

a.ii. Shareholders' Rights:

Un-audited quarterly financial results are sent to the stock exchanges and published in the newspapers as per the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

a.iii. Modified opinion(s) in audit report:

There are no qualifications in the Auditor's Report on the financial statements to the Shareholders of the Company.

a.iv. Reporting of internal auditor:

The Internal Auditor directly reports to the Audit Committee.

e. Hedging of Risk:

Company is not having material exposure to foreign exchange and there is a natural hedging party available in terms of exports made by the Company.

In respect of price risk of raw materials used for manufacturing purpose the same is taken care of as per industry requirement.

9. Disclosures of the Compliances:

The Company has disclosed about the Compliance of regulations in respect of Corporate Governance under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on its website i.e. www.rubymills.com

10. CEO/CFO Certification:

Chief Executive Officer and Chief Financial Officer have issued necessary certificate in accordance with Regulation 17(8) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the financial year ended 31st March, 2018 and the same is annexed and forms part of the Annual Report.

11. Declaration regarding Code of Conduct:

Board has laid down a Code of Conduct and Ethics for all Board Members and Senior Management Personnel of the Company. The code has been circulated to all the Board Members and senior management and the same is available on the Company's website at the following link - <http://www.rubymills.com/investors/code-of-conduct>. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year 2017-18.

12. Shareholding of the Non- executive Directors in the Company:-

S. No.	Name of Non-Executive Director	No. of Shares Held
a)	Smt. Aruna M. Shah	5,94,400
b)	Shri Shardul J. Thacker	Nil
c)	Dr. Anup P. Shah	Nil
d)	Shri. Deepak R. Shah	Nil
e)	Shri. Yogen S. Lathia	2,020
f)	Shri Mehernosh Rusi Currawalla	5,000
g)	Shri Pradip Narottamdas Kapasi	Nil

13. Means of Communication Quarterly results:

The quarterly, half yearly and annual results of the Company are published in newspapers viz The Financial Express and in Navshakti for the quarter ended, 30.06.2017, 30.09.2017, 31.12.2017 and 31.03.2018 respectively for the F.Y 2017-18.

14. Website:

In compliance with Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining a website i.e. <http://www.rubymills.com/investors>, containing financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances. The company updates the contents of the website on a regular basis.

15. General Shareholder Information

a. Annual General Meeting to be held :

Day, date, time and venue
 Day : Friday
 Date : 28th September, 2018
 Time : 4.30 pm
 Venue : Ruby House, J.K. Sawant Marg, Dadar (W), Mumbai-400028.

b. Calendar of Financial Year:2018-19

The Company follows April- March as the financial year

First Quarterly Unaudited Results	Within 45 days of the end of the quarter
Second Quarterly Unaudited Results	Within 45 days of the end of the quarter
Third Quarterly Unaudited Results	Within 45 days of the end of the quarter
Audited Yearly Results for the Year Ended 31st March, 2019	Before 30 th May 2019

c. Dividend:

The Board in its meeting held on 30th May, 2018 has recommended final dividend of Rs. 1.75 per Equity share for the Financial Year ended 31st March, 2018. The proposal is subject to the approval of Shareholders at the ensuing General Meeting to be held on Friday, 28th September, 2018.

d. Listing on Stock Exchanges at:

The Equity Shares of the Company are listed at

- a. BSE Limited - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
- a. National Stock Exchange of India Ltd - Exchange Plaza, C-1, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

Note: Listing fees have been paid to the above Stock Exchanges for the year 2018-19.

e. Stock / Company / Security / Common Code : Equity Shares.

- a. Bombay Stock Exchange, Mumbai : 503169
- b. National Stock Exchange of India Limited : RUBYMILLS
- c. ISIN : INE301D01026

f. Market price Data :

The monthly high and low quotations and volume of shares traded at the National Stock Exchange of India Ltd and BSE Limited during the financial year 2017-18 are given below:

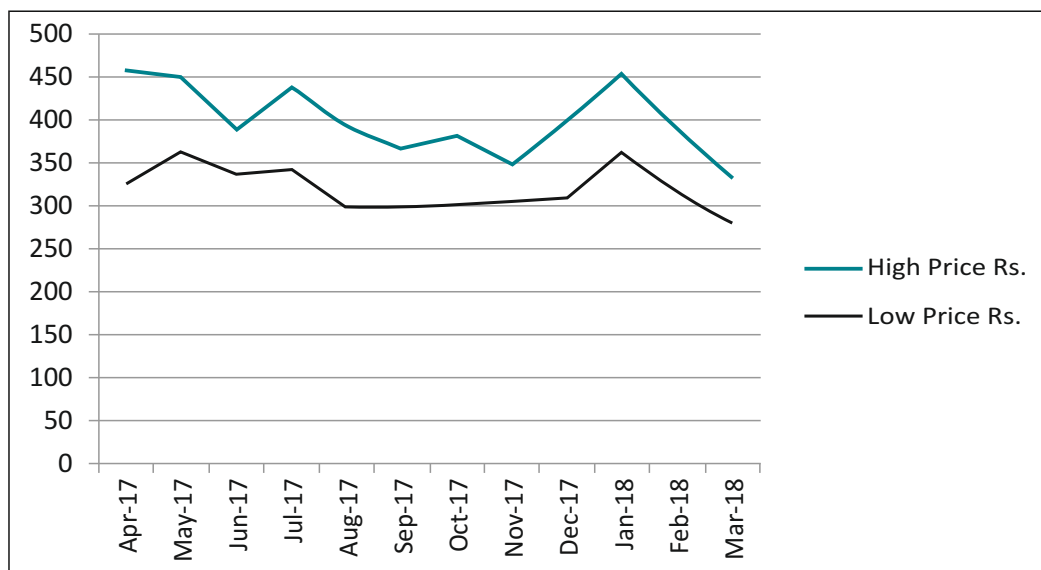
Stock Price
For the period: 1st April 2017 to 31st March 2018
Script Code: RUBYMILLS (NSE) 503169 (BSE)

Month	NSE			BSE		
	High Price ₹	Low Price ₹	Volume Traded (No. of Shares)	High Price ₹	Low Price ₹	Volume Traded (No. of Shares)
Apr-17	457.00	326.00	10,62,293	456.00	324.20	2,27,304
May-17	450.00	363.00	2,22,420	427.00	364.10	59,206
Jun-17	389.00	337.95	82,039	386.90	340.00	30,824
Jul-17	437.80	341.75	5,69,930	437.60	333.00	1,16,236
Aug-17	391.90	297.65	3,33,843	390.00	297.00	77,850
Sep-17	366.60	298.00	3,78,337	366.70	299.00	82,263
Oct-17	382.40	299.65	3,29,352	383.80	301.25	51,744
Nov-17	348.45	305.50	1,30,661	345.00	305.10	34,932
Dec-17	397.80	309.00	3,96,850	398.00	305.00	83,848
Jan-18	455.40	362.00	6,16,101	450.00	360.40	1,74,537
Feb-18	388.00	316.10	85,401	415.00	319.95	28,836
Mar-18	332.60	280.00	1,06,664	331.25	280.00	33,848

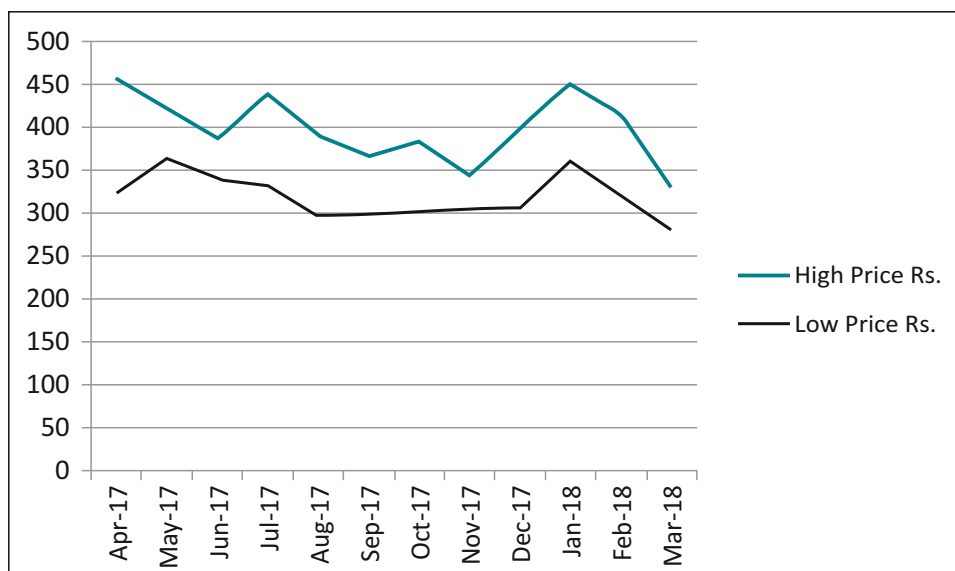
g. Liquidity

Shares of the Company are actively traded on BSE and NSE as is seen from the volume of shares indicated in the table containing stock market data and hence ensure good liquidity for the investors.

Performance in Comparison to broad-based indices such as NSE Nifty



Performance in Comparison to broad-based indices such as BSE Sensex



h. Registrar to issue and Share Transfer Agents :

The Company has engaged the services of Bigshare Services Pvt. Ltd., a SEBI registered Registrar as its Share Transfer Agents for processing the transfers, sub-division, consolidation, Splitting of Securities, etc. The requests for transfers, sub-division, consolidation, splitting of securities, demat and remat should be sent directly to Bigshare Services Pvt. Ltd. Shareholders have the option to open their accounts with either NSDL or CDSL as the Company has entered into Agreements with both these Depositories.

i. Share Transfer System:

The Company has appointed a Common Registrar for the physical transfer and dematerialisation of shares.

Presently the shares transfers which are received in physical form are processed by the Registrar and Share Transfer Agent and approved by the Share Transfer Committee of the Board and same are placed before

Board Meeting. Shares certificates are registered and returned within the stipulated time of 15 days from the date of receipt, subject to transfer instruments being valid and complete in all respects. Physical Shares recorded for dematerialisation are processed and completed within the stipulated time if the documents are complete in all respects.

The Company obtains from a Company Secretary in Practice, half yearly certificates of Compliance with the Share transfer facilities as required under relevant regulations issued by Securities of Exchange Board of India and files a copy of certificate with the Stock Exchanges.

j. Secretarial Audit for Reconciliation of Share Capital:

A qualified Practicing Company Secretary carried out the Secretarial Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued/paid-up listed equity capital of the Company.

The Secretarial Audit Report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the dematerialisation form.

k. Outstanding GDRs / ADRs / Warrants or any Convertible instruments and their impact on equity

The Company does not have any outstanding GDRs / ADRs / warrants / convertible instruments.

i. Distribution of Share holding

a. The shareholding distribution of equity shares as of 31st March, 2018 is given below:

Sr.No.	Range (In ₹)	Total Holders	% of Total Holders	Share Amount	Percentage of shareholding
1	1 - 5000	6274	92.56	4514510	5.52
2	5001 - 10000	219	3.23	1667070	2.00
3	10001 - 20000	143	2.11	2060375	2.46
4	20001 - 30000	37	0.55	904240	1.08
5	30001 - 40000	24	0.35	849230	1.02
6	40001 - 50000	13	0.19	594185	0.71
7	50001 - 100000	21	0.31	1372890	1.64
8	100001 and above	47	0.69	71537500	85.57
	TOTAL	6778		83600000	100.00

b. Shareholding pattern as on 31st March 2018.

Sr. No.	Category	No. of Shares held	% of Share holding
1	Promoters/Directors/Directors Relative	1,25,23,420	74.90
2	Resident Individuals	31,45,771	18.81
3	Private Corporate Bodies	7,15,835	4.28
4	NRIs	1,73,579	1.04
5	Clearing Members	1,16,355	0.70
6	Financial Institutions and Banks	45,040	0.27
	TOTAL	1,67,20,000	100.00

m. Dematerialisation of equity Shares

As on 31st March, 2018, 99.60% of the Company's total equity shares representing 1,66,52,576 shares are held in dematerialised form and the balance 0.40 % representing 67,624 shares are in physical form.

n. Plant Locations (Manufacturing Units)

Dhamni Unit Address	Kharsundi Address
Village Dhamni Off. Savroli Kharpada Road, Taluka Khalapur Dist. Raigad. Pin: 410202	Village Kharsundi Savroli Kharpada Road Taluka Khalapur Dist. Raigad. Pin: 410202

o. Address for Correspondence

Any query on Annual Report or Investor's Grievance Redressal:
By email: info@rubymills.com
By telephone: 022-24387800

p. Investor Correspondence

For shares held in physical form	For shares held in Demat form
Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road, Marol, Andheri (e) Mumbai - 400059 Tel : 022- 62638204 Email : investor@bigshareonline.com	Investors' concerned Depository Participant(s) and/or Bigshare Services Private Limited

q. Unclaimed Dividends

Section 124 of Companies Act 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Financial Year	Date of declaration of dividend	Dividend %	Dividend Per Share in (₹)	Amount (₹)#
2010-11	29 th September, 2011	50	5	61,925
2011-12	24 th September, 2012	50	5	44,680
2012-13	23 rd September, 2013	40	2	43,696
2013-14	24 th September, 2014	40	2	14,124
2014-15	30 th September, 2015	50	2.50	75,097
2015-16	5 th March, 2016	25	1.25	176,061
2016-17	27 th September, 2017	35	1.75	81,118

* Share of paid - up value of Rs. 5/- each from 2012-13.

Amount unclaimed as at 31st March, 2018.

Members who have so far not encashed their dividend warrants/DD are requested to write to the Company/Registrar to claim the same, to avoid transfer to IEPF.

Members are also requested to note that in accordance to Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. Hence, members who have so far not encashed dividend warrant for the aforesaid years are requested to approach the Company's Registrar and Transfer Agent immediately.

Members are requested to note that no claims shall lie against the Company in respect of unclaimed dividend amount and/or shares transferred to IEPF Authority pursuant to the said Rules. For the information of shareholders, the Company regularly uploads the details of unpaid and unclaimed dividend on the website of the Company, as mandated by Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules, 2012. Shareholders may refer the same for information pertaining to their unclaimed dividends.

16. Subsidiary Company

The Company has no subsidiary and hence provisions for furnishing specific information are not applicable.

ANNEXURE-A

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

The Ruby Mills Limited

We have examined the compliance of conditions of Corporate Governance by **The Ruby Mills Limited** ("the Company") for the year ended on 31st March, 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We conducted our examination of the relevant records of the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations given to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above - mentioned Listing Regulations as applicable during the year ended 31st March, 2018.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai

Dated: 14th August, 2018

For **C N K Associates & LLP**
Chartered Accountants
Firm Registration No.101961W/W-100036

Himanshu V. Kishnadwala
Partner
Membership No. 37391

ANNEXURE-B

CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER COMPLIANCE CERTIFICATE

Declaration by the Managing Director and Chief Financial Officer (CFO) pursuant to Regulation 17(8) of (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, hereby certify that:-

- A. We have reviewed financial statements and the cash flow statement for the financial year ended on 31st March, 2018 and that to the best of their knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2018 which are fraudulent, illegal or violating the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- 1) significant changes in internal control over financial reporting during the financial year ended 31st March, 2018;
 - 2) significant changes in accounting policies during the financial year ended 31st March, 2018 and that the same have been disclosed in the notes to the financial statements; and
 - 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

This certificate is given by the undersigned with best of our knowledge and belief, that on its faith and strength, full reliance is placed by the Audit Committee / Board of Directors of the Company.

For The Ruby Mills Limited

Place : Mumbai
Dated : 14th August, 2018

Purav H. Shah
Chief Executive Officer &
Whole Time Director
DIN : 00071248

S. Jayaraman
Chief Financial Officer
PAN-AAOPS8092C

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF The RUBY MILLS LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying Ind AS financial statements of The Ruby Mills Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31st March, 2018 and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening Balance Sheet as at 1st April, 2016 included in these Ind AS financial statements, are based on the previously

issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) audited by the predecessor auditor whose report for the year ended 31st March, 2017 and 31st March, 2016 dated 17th May, 2017 and 30th May, 2016, respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of Sub Section 11 of section 143 of the Act ("the Order") and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representation received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018 from being appointed as director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations on its financial position in its Ind AS financial statements. Refer Note 49(a) of the Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **C N K & Associates LLP**
Chartered Accountants
ICAI FRN: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No.: 37391

Place: Mumbai
Dated : 30th May, 2018

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of The Ruby Mills Limited ("the Company") on the Ind AS financial statements for the year ended 31st March, 2018]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
- (b) The fixed assets have been physically verified by the management according to a phased programme designed to cover all the fixed assets over a period of three years, which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. Pursuant to the programme, fixed assets have been physically verified by the management, and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that, the title deeds of immovable properties which are freehold, are held in the name of the Company as at the balance sheet date.

In respect of immovable properties been taken on lease and disclosed as Investment property in the Ind AS financial statements, the lease agreements are in the name of the Company.

- (ii) Inventories other than stocks lying with third parties, have been physically verified by the Management on half yearly basis. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of such verification is reasonable and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraphs 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable;
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and Section 186 of the Act, with respect to grant of loans, making investments, providing guarantees and securities, as applicable;
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the provisions of Sections 73 to 76 of the Act read with The Companies (Acceptance of Deposits) Rules, 2014 and other relevant provisions of the Act and therefore, the provision of the clause 3(v) of the Order are not applicable to the Company;
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as specified by the Central Government under section 148(1) of the Act in respect of the Company's product and are of the opinion that prima-facie, the prescribed account and records have been made and maintained. We have not, however, made a detailed examination of the same with a view to determining whether they are accurate or complete;
- (vii) (a) According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has been regular in depositing undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Goods and Service tax, duty of Customs, duty of Excise, Value added tax, Cess and any other material statutory dues applicable to it with appropriate authorities;

There were no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Goods and Service tax, duty of Customs, duty of Excise, Value Added tax, Cess and any other material statutory dues applicable to it, were outstanding, as on the last day of the financial year, for a period of more than six months from the date they became payable;
- (b) According to the information and explanation given to us, the dues outstanding with respect to Income-tax, Sales-tax, Service tax, Goods and Service tax, duty of Customs, duty of Excise, Value Added tax have not been deposited on account of any dispute, are as under;

₹ In Lakhs

Name of the Statute	Nature of dues	Forum where dispute is pending	Period to which the amount is relates	Amount
The Income Tax Act, 1961	Income Tax and Interest	Commissioner of Income Tax (Appeal)	Assessment Year 1998-99, 2007-08, 2008-09, 2014-15, and 2015-16	333.35
Finance Act, 1994 (Service Tax)	Service Tax	Additional Director General of Central Excise	Financial Year 2011-12	260.07
The Central Excise Act, 1944	Excise Duty	Assistant Commissioner of Central Excise	Financial Year 1 st April, 1993 to 31 st October, 1993, 2001-01 and 2001-02	9.76
Customs Act, 1962	Custom Duty	Commissioner of Appeals (Customs)	Financial Year 2012-13	16.21

- (viii) According to the information and explanations given to us, as also on the basis of the books of accounts and records examined by us, the Company has not defaulted in the repayment of loans or borrowing to financial institutions and banks. The Company does not have any loans and borrowings from government and has not issued any debentures;
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(ix) of the Order in respect thereof is not applicable. Money raised by way of term loans during the year have been applied for the purpose for which those were raised;
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no instances of fraud by the Company or on the Company by its officers or employees have been noticed or reported during the year;
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act;
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable;
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provisions of Sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the Ind AS financial statements, as required by the applicable accounting standard;
- (xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable;
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered during the year into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable;
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For **C N K & Associates LLP**
Chartered Accountants
ICAI FRN. 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No.: 37391

Place: Mumbai
Dated : 30th May, 2018

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of The Ruby Mills Limited on the Ind AS financial statements for the year ended 31st March, 2018]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of The Ruby Mills Limited ("the Company") as of 31st March, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2018, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **C N K & Associates LLP**
Chartered Accountants
ICAI FRN: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No.: 37391

Place: Mumbai
Dated : 30th May, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
I. ASSETS				
(1) Non-current assets				
(a) Property, plant and equipment	3	7,165.05	8,284.58	9,119.23
(b) Capital work-in-progress	4	3,370.11	3,305.24	3,199.96
(c) Investment property	5	4,027.68	4,200.80	4,316.39
(d) Biological assets other than bearer plants	6	8.70	8.70	4.54
(e) Financial assets				
(i) Investments	7	0.28	0.49	0.49
(ii) Loans	8	5,113.82	5,113.82	5,109.41
(iii) Other financial assets	9	56,336.86	55,995.43	41,880.22
(f) Non current Tax Asset (Net)	10	517.26	375.62	246.76
(g) Deferred Tax Assets (Net)	11	190.91	(393.84)	(493.80)
(h) Other non-current assets	12	479.03	791.65	578.32
Total Non current assets		77,209.70	77,682.49	63,961.52
(2) Current assets				
(a) Inventories	13	4,062.75	4,041.38	3,757.33
(b) Financial Assets				
(i) Trade receivables	14	1,823.15	1,355.24	1,731.86
(ii) Cash and cash equivalents	15	805.80	57.24	114.73
(iii) Bank balances other than (ii) above	16	2,878.13	2,354.55	2,428.82
(iv) Other Financial Assets	17	10,715.37	11,062.89	23,463.79
(c) Other current assets	18	462.65	258.48	209.66
Total Current Assets		20,747.85	19,129.78	31,706.19
Total Assets		97,957.55	96,812.27	95,667.71
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	19	836.00	836.00	836.00
(b) Other Equity	20	43,004.29	39,805.50	36,059.31
Total Equity		43,840.29	40,641.50	36,895.31
Liabilities				
(1) Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	21	27,520.76	29,488.37	31,376.58
(ii) Other Financial Liabilities	22	2,319.12	2,122.91	1,944.10
(b) Provisions	23	20.63	26.69	22.62
(c) Other non-current liabilities	24	31.99	79.94	278.65
Total Non Current Liabilities		29,892.50	31,717.91	33,621.95
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	25	6,213.43	5,585.01	4,510.02
(ii) Trade payables	26	2,434.84	2,531.17	2,789.22
(iii) Other financial liabilities	27	5,066.48	5,854.99	7,188.92
(b) Other Current Liabilities	28	10,485.57	10,462.15	10,590.27
(c) Provisions	29	24.44	19.54	72.02
Total Current Liabilities		24,224.76	24,452.86	25,150.45
Total Liabilities		54,117.26	56,170.77	58,772.40
Total Equity and Liabilities		97,957.55	96,812.27	95,667.71
Notes forming part of Financial Statements	1 to 51			

As per our attached report of even date

For and on behalf of the Board of Directors

C N K & ASSOCIATES LLP
Chartered Accountants
ICAI Firm No: 101961W/W-100036

HIREN M. SHAH
Executive Chairman
DIN : 00071077

BHARAT M SHAH
Managing Director
DIN : 00071248

HIMANSHU KISHNADWALA
Partner
Membership No.37391

NAINA R. KANAGAT
Company Secretary

VIRAJ M SHAH
Managing Director
DIN : 00071616

Place : MUMBAI
Dated : 30th MAY, 2018

S. JAYARAMAN
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note	Year ended 31 st March, 2018	Year ended 31 st March, 2017
I Revenue from operations	30	19,724.26	20,178.12
II Other income	31	1,073.37	1,651.44
III Total Income (I + II)		20,797.63	21,829.56
IV EXPENSES			
Cost of materials consumed	32	4,559.27	5,369.36
Changes in inventories of finished goods and work-in-progress	33	(146.36)	(328.03)
Employee benefits expense	34	2,157.20	1,934.12
Finance costs	35	1,050.58	1,249.39
Depreciation and amortisation expense	36	1,547.43	1,498.60
Other expenses	37	7,930.39	7,488.40
Total Expenses (IV)		17,098.51	17,211.84
V Profit/Loss before tax (III - IV)		3,699.12	4,617.72
VI Tax Expense	38A		
(1) Current Tax		1,254.00	1,400.00
(2) Deferred Tax		(1,053.69)	(522.91)
(3) Adjustments for earlier years		(17.43)	
VII Profit / (loss) for the period		3,516.24	3,740.63
VIII Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit plans	38B	48.98	8.50
(ii) Income tax related to items that will not be reclassified to profit or loss		(14.26)	(2.94)
Total other comprehensive income (net of tax)		34.72	5.56
IX Total comprehensive income for the Period (VII + VIII)		3,550.96	3,746.19
X Earnings per equity share of ₹ 5 each			
Basic and Diluted (₹)	43	21.03	22.37
Notes forming part of Financial Statements	1 to 51		

As per our attached report of even date

C N K & ASSOCIATES LLP
Chartered Accountants
ICAI Firm No: 101961W/W-100036

HIMANSHU KISHNADWALA
Partner
Membership No.37391

Place : MUMBAI
Dated : 30th MAY, 2018

For and on behalf of the Board of Directors

HIREN M. SHAH
Executive Chairman
DIN : 00071077

NAINA R. KANAGAT
Company Secretary

S. JAYARAMAN
Chief Financial Officer

BHARAT M SHAH
Managing Director
DIN : 00071248

VIRAJ M SHAH
Managing Director
DIN : 00071616

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Statement of Changes in Equity

A Equity share capital (note 19)

Particulars	Amount
Balance as at 1st April, 2016	836.00
Changes in equity share capital during the year 2016-17	-
Balance as at 31st March, 2017	836.00
Changes in equity share capital during the year 2017-18	-
Balance as at 31st March, 2018	836.00

B Other Equity (note 20)

Particulars	Reserves and surplus			Total
	Securities premium reserve	General reserve	Retained earnings	
Balance as at 1st April, 2016	1,695.20	30,039.35	4,324.76	36,059.31
Profit for the year			3,740.63	3,740.63
Other comprehensive Income (net of tax)			5.56	5.56
Total comprehensive income	1,695.20	30,039.35	8,070.95	39,805.50
Dividends including tax on dividend			-	-
Balance as at 31st March, 2017	1,695.20	30,039.35	8,070.95	39,805.50
Profit for the year			3,516.24	3,516.24
Other comprehensive Income (net of tax)			34.72	34.72
Total comprehensive income	1,695.20	30,039.35	11,621.91	43,356.46
Dividends including tax on dividend			(352.17)	(352.17)
Balance as at 31st March, 2018	1,695.20	30,039.35	11,269.74	43,004.29

Notes forming part of Financial Statements - 1 to 51

As per our attached report of even date

C N K & ASSOCIATES LLP

Chartered Accountants
ICAI Firm No: 101961W/W-100036

HIMANSHU KISHNADWALA

Partner
Membership No.37391

Place : MUMBAI

Dated : 30th MAY, 2018

For and on behalf of the Board of Directors

HIREN M. SHAH

Executive Chairman
DIN : 00071077

NAINA R. KANAGAT

Company Secretary

S. JAYARAMAN

Chief Financial Officer

BHARAT M SHAH

Managing Director
DIN : 00071248

VIRAJ M SHAH

Managing Director
DIN : 00071616

Statement of Cash flow for the year ended 31st March, 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Statement of Cash flow For the year ended	31 st March, 2018	31 st March, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax	3,699.12	4,617.72
Adjustments for :		
Depreciation and amortisation	1,547.43	1,498.60
Finance Costs	1,050.58	1,249.39
Dividend income	(0.27)	-
Interest Income	(625.82)	(646.79)
Loss /(Profit) on sale of property, plant and equipment	(0.79)	(1.78)
Gain on sale of investment	-	(9.74)
Provision for Doubtful Debts (reversed)/ written off	4.99	(21.76)
Other Non Cash Adjustments	(198.50)	(198.71)
Operating Profit Before Working Capital Changes	5,476.74	6,486.94
Adjustments for:		
Inventories	(21.37)	(225.85)
Trade receivables, loans , other financial assets and other assets	(64.93)	(934.53)
Trade Payables, Other financial liabilities, provisions and other liabilities	389.87	(679.39)
Cash generated from operations	5,780.31	4,647.16
Taxes Paid (Net of refund)	(923.52)	(1,108.86)
Net cash generated from operating activities	4,856.79	3,538.30
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Acquisition of property, plant and equipment (PPE) (including Capital work-in-progress and capital advances)	(159.45)	(872.44)
Acquisition of Investment property	(1.13)	(67.20)
Acquisition of Biological Assets	-	(4.16)
Proceeds on sale of Property, plant and equipment (including adjustment for duty)	29.21	3.00
Proceeds on sale of current investments	-	9.74
Dividend received	0.27	-
Interest received	147.52	71.17
Net cash from / (used) in Investing activities	16.42	(859.89)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of borrowings	(7,140.18)	(2,735.53)
Proceeds of borrowings	4,653.42	1,074.99
Bank balances in divided and restricted account	(0.55)	10.46
Fixed deposits with banks	(523.03)	63.80
Finance Costs paid	(762.14)	(1,149.62)
Dividend Paid including distribution tax	(352.17)	-
Net cash from / (used) in Financing activities	(4,124.65)	(2,735.90)

Statement of Cash flow for the year ended 31st March, 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Statement of Cash flow For the year ended	31 st March, 2018	31 st March, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES : (CONTINUED)		
Increase in Cash and Cash Equivalents (A+B+C)	748.56	(57.49)
Cash and Cash Equivalents at the beginning of the Year	57.24	114.73
Cash and Cash Equivalents at the end of the Year	805.80	57.24
Components of Cash and Cash Equivalents :		
Cash on hand	7.66	5.69
Balances with Banks	798.14	51.55
	805.80	57.24
Notes Forming part of Financial Statements	1 to 51	

Notes

- I. The Statement of Cash Flows is prepared in accordance with the format prescribed by Securities and Exchange Board of India and as per Ind AS 7 as notified by Ministry of Corporate Affairs.
- II. In Part-A of the Cash Flow Statement, figures in brackets indicate deductions made from the Net Profit for deriving the net cash flow from operating activities. In Part-B and Part-C, figures in brackets indicate cash outflows.
- III. "Other Non-Cash items" include amortization of Capital grant, write off of investments, fair valuation / amortisation of security deposits and miscellaneous adjustments not affecting Cash Flow.

As per our attached report of even date

C N K & ASSOCIATES LLP
Chartered Accountants
ICAI Firm No: 101961W/W-100036

HIMANSHU KISHNADWALA
Partner
Membership No.37391

Place : MUMBAI
Dated : 30th MAY, 2018

For and on behalf of the Board of Directors

HIREN M. SHAH
Executive Chairman
DIN : 00071077

NAINA R. KANAGAT
Company Secretary

S. JAYARAMAN
Chief Financial Officer

BHARAT M SHAH
Managing Director
DIN : 00071248

VIRAJ M SHAH
Managing Director
DIN : 00071616

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

1. CORPORATE INFORMATION

The Ruby Mills limited ('RML' or 'the Company') is a public limited company domiciled in India incorporated on 9th January 1917. Registered office of the Company is located at Mumbai. The Company is listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. The Company is an integrated textile mill. The Company has two plants. The spinning and weaving plant is located at Dhamni and the process house at Kharsundi both at Khopoli close to Bombay - Pune Highway. The Company had entered into a Development Agreement ("the DA") to develop part of its vacant mill land at Dadar. In terms of the DA, any cost of construction incurred by the Company incurred for the development of the above is to be reimbursed by the Developer. The consideration for the Grant of the Development Rights is based on the specified percentage of the revenue received by the Developer.

2. BASIS OF COMPLIANCE, BASIS OF PREPARATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of Compliance:

The financial statements comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Until the adoption of Ind AS, for all periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP'). The financial statements for the year ended 31st March, 2017 and the opening Balance Sheet as at 1st April, 2016 have been restated in accordance with Ind AS for comparative information.

Reconciliation and description of the effects of the transition to Ind AS has been summarised in Note 39

2.2. Basis for preparation and presentation:

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

The Financial Statements of the Company for the year ended 31st March, 2018 were approved for issue in accordance with a resolution of the Board of Directors in its meeting held on 30th May, 2018

2.3. Use of Judgement and Estimates

The preparation of the Financial Statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the Financial Statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

- Estimates of useful lives and residual value of Property, Plant and Equipment and intangible assets;
- Measurement of Defined Benefit Obligations;
- Measurement and likelihood of occurrence of Provisions and contingencies;
- Recognition of deferred tax assets; and
- Measurement of recoverable amounts of cash-generating units;

2.4. Property, plant and equipment

- 2.4.1.** Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- 2.4.2.** The initial cost of an asset comprises its purchase price (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).
- 2.4.3.** Machinery spares that meet the definition of property, plant and equipment are capitalised.
- 2.4.4.** Property, plant and equipment which are not ready for intended use as on date of Balance Sheet are disclosed as “Capital work – in – progress”.
- 2.4.5.** Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.
- 2.4.6.** An item of property, plant and equipment and any significant part initially recognised separately as part of property, plant and equipment is derecognised upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is derecognised.
- 2.4.7.** Depreciation is provided on a pro-rata basis on the straight line method for plant and machinery and for all other assets on written down value method based on estimated useful life prescribed under Schedule II to the Act.
- 2.4.8.** Components of the main asset that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment.
- 2.4.9.** Depreciation on spare parts specific to an item of property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment.
- 2.4.10.** Other assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.
- 2.4.11.** Freehold land is not depreciated.
- 2.4.12.** The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates.
- 2.4.13.** The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all of its Property, Plant and Equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (1st April 2016).

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

2.5. Biological Assets

- 2.5.1.** Biological assets i.e. living animals or plants (other than bearer plants which are included in property, plant and equipment) are measured at fair value less cost to sell, with any change therein recognised in profit or loss.

2.6. Intangible Assets

- 2.6.1.** Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.
- 2.6.2.** Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any.
- 2.6.3.** The intangible assets with a finite useful life are amortised using Written Down Value Method over their estimated useful lives.
- 2.6.4.** An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).
- 2.6.5.** The estimated useful life is reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates.
- 2.6.6.** The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all of its intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (1st April 2016).

2.7. Investment Property

- 2.7.1.** Investment property is property (land or a building — or part of a building — or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- 2.7.2.** Any gain or loss on disposal of investment property calculated as the difference between the net proceeds from disposal and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.
- 2.7.3.** Depreciation on building is provided over its useful life using written down value method. These useful life determined are in line with the useful lives as prescribed in the Schedule II of the Act
- 2.7.4.** On transition to Ind AS (1st April 2016), the Company has re-classified certain items from Property, Plant and Equipment to investment property. For the same, the Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for such assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

2.8. Non-currents assets held for sale

- 2.8.1.** Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.
- 2.8.2.** Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.
- 2.8.3.** Non – current assets classified as held for sale are not depreciated or amortized from the date when they are classified as held for sale.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

2.9. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

2.9.1. Company as a lessee

Finance lease

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating Lease

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight line basis unless payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

2.9.2. Company as a lessor

Finance lease

Finance leases are recognised at an amount equal to the net investment in the lease. The recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the net investment in the finance lease.

Operating Lease

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to the Company are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increase. Contingent rents are recognised as revenue in the period in which they are earned.

2.10. Impairment of Non-financial Assets

2.10.1. Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any indication of such impairment exists, the recoverable amount of such assets / cash generating unit is estimated and in case the carrying amount of these assets exceeds their recoverable amount, an impairment is recognised.

The recoverable amount is the higher of the fair value less cost to sell and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. Assessment is also done at each Balance Sheet date as to whether there is indication that an impairment loss recognised for an asset in prior accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

2.11. Inventories

2.11.1. Inventories are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. The cost of inventories, in case of inventories of raw material with specific identification is arrived on first in first out basis and for inventories of other items on weighted average basis.

2.11.2. Cost includes all charges incurred in bringing the goods to their present location and condition. Work-in-progress and finished goods include appropriate proportion of overheads.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

- 2.11.3.** Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.12. Fair Value measurement

- 2.12.1.** The Company measures certain financial instruments at fair value at each reporting date.
- 2.12.2.** Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.
- 2.12.3.** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.
- 2.12.4.** The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.
- 2.12.5.** While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:
- Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
 - Level 2:** inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
 - Level 3:** inputs for the assets or liability that are not based on observable market data (unobservable inputs)
- 2.12.6.** When quoted price in active market for an instrument is available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.
- 2.12.7.** If there is no quoted prices in an active market, then the Company uses a valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.
- 2.12.8.** The Company regularly reviews significant unobservable inputs and valuation adjustments. If the third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

2.13. Financial Instruments

2.13.1. Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt instruments

Debt instruments are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Measured at amortised cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

Measured at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

Measured at fair value through profit or loss

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

2.13.2. Financial Liabilities

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.13.3. Financial guarantees

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognised less cumulative amortisation.

2.13.4. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.14. Revenue Recognition

2.14.1. Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax and goods and service tax, etc.

2.14.2. Income from processing charges is accounted on the despatch of processed goods to customers.

2.14.3. Lease license fees are recognised on straight line basis over the terms of the lease except where the license fees are structured to increase in line with expected general inflation.

2.14.4. Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

- 2.14.5.** Income from export incentives such as duty drawback are recognised on accrual basis.
- 2.14.6.** Revenue from the sale of Development rights is recognised in terms of agreement entered into by the Company with the Developer.
- 2.14.7.** Income from sale of scrap is accounted for on realisation.
- 2.14.8.** Interest income is recognized using the effective interest rate (EIR) method.
- 2.14.9.** Dividend income on investments is recognised when the right to receive dividend is established.

2.15. Employee Benefits

2.15.1. Short-term employee benefits

Short-term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

2.15.2. Post-employment benefits

The Company operates the following post – employment schemes:

- Defined contribution plans such as provident fund and Family pension fund; and
- Defined benefit plans such as gratuity

Defined Contribution Plans:

Obligations for contributions to defined contribution plans such as provident fund are recognised as an expense in the Statement of Profit and Loss as the related service is provided.

Defined Benefit Plans:

The Company's net obligation in respect of defined benefit plans such as gratuity is calculated by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of the economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

The current service cost of the defined benefit plan, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The net interest is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This net interest is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

2.15.3. Other long-term employee benefits

Liability towards other long term employee benefits - leave encashment are determined on actuarial valuation by qualified actuary by using Projected Unit Credit method.

The current service cost of other long terms employee benefits, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss. Re-measurements are recognised in the Statement of Profit and Loss.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

2.16. Borrowing costs

- 2.16.1.** Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.
- 2.16.2.** Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss. Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

2.17. Foreign Currency Transactions

- 2.17.1.** The financial statements are presented in INR, the functional currency of the Company (i.e. the currency of the primary economic environment in which the Company operates).

2.17.2. Monetary items:

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

2.17.3. Non – Monetary items:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.18. Government Grants

- 2.18.1.** Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.
- 2.18.2.** When the grant relates to an expense item, it is recognized in Statement of Profit and Loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.
- 2.18.3.** Government grants relating to Property, Plant and Equipment are presented as deferred income and are credited to the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

2.19. Provisions and Contingent Liabilities

- 2.19.1.** Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
- 2.19.2.** The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any.
- 2.19.3.** If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.
- 2.19.4.** Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

- 2.19.5.** Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

2.20. Taxes on Income

2.20.1. Current Tax

Income-tax Assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Current Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

2.20.2. Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.21. Segment reporting

- 2.21.1.** The Company identifies operating segments based on the dominant source, nature of risks and returns and the internal organisation. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director (who is the Company's chief operating decision maker) in deciding how to allocate resources and in assessing performance

- 2.21.2.** The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

2.22. Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

2.23. Cash and Cash equivalents

Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

2.24. Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.25. Dividend

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2A RECENT ACCOUNTING PRONOUNCEMENTS

On 28th March 2018, The Ministry of Corporate affairs notified Ind AS 115 "Revenue From contracts with customers as a part of companies (India accounting standards) Amendment Rules, 2018.

The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1st April, 2018. The effect on adoption of Ind AS 115 needs to be assessed.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

3. Property, plant and equipment

Particulars	Freehold Land	Freehold Land under development	Buildings	Plant & Machinery*	Furniture & Fixtures*	Vehicles	Office Equipments	Total
Gross Block								
Balance as at 1st April, 2016	491.02	0.93	3,434.13	4,898.52	12.02	55.09	227.53	9,119.23
Additions / adjustments	-	-	70.47	371.97	-	27.34	12.60	482.38
Disposals / adjustments	-	-	-	-	-	9.48	-	9.48
Balance as at 31st March, 2017	491.02	0.93	3,504.60	5,270.49	12.02	72.95	240.13	9,592.14
Additions / adjustments	-	-	41.76	222.82	-	-	17.50	282.08
Disposals / adjustments	-	-	-	25.35	-	7.64	-	32.99
Balance as at 31st March, 2018	491.02	0.93	3,546.36	5,467.95	12.02	65.31	257.63	9,841.23
Accumulated Depreciation as at 1st April, 2016								
Depreciation for the year	-	-	313.05	931.52	3.26	46.12	21.87	1,315.82
Disposals / adjustments	-	-	-	-	-	8.26	-	8.26
Balance as at 31st March, 2017	-	-	313.05	931.52	3.26	37.86	21.87	1,307.56
Depreciation for the year	-	-	290.59	1,048.97	2.05	18.11	13.45	1,373.18
Disposals / adjustments	-	-	-	-	-	4.57	-	4.57
Balance as at 31st March, 2018	-	-	603.64	1,980.49	5.31	51.40	35.33	2,676.17
Net Block								
Balance as at 1 st April, 2016	491.02	0.93	3,434.13	4,898.52	12.02	55.09	227.53	9,119.23
Balance as at 31 st March, 2017	491.02	0.93	3,191.55	4,338.97	8.76	35.10	218.26	8,284.58
Balance as at 31 st March, 2018	491.02	0.93	2,942.72	3,487.46	6.71	13.92	222.31	7,165.06

* These include assets which are given on operating leases, the details thereof are included in note no.42.B Property plant and equipment pledged as securities for borrowing Refer note no 21.

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use as its deemed cost as at the date of transition to Ind AS i.e. 1st April 2016 as per the following details:

Particulars	Freehold Land	Freehold Land	Leasehold Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Total
As at 1st April, 2016									
Gross Block (at cost)	1,045.00	0.93	19.36	11,841.44	19,519.01	65.05	192.63	1,307.08	33,990.49
Accumulated depreciation	-	-	-	4,664.26	14,861.91	53.03	137.54	1,079.55	20,796.28
Net Block as per previous GAAP/ Deemed cost as per Ind AS									
	1,045.00	0.93	19.36	7,177.18	4,657.10	12.02	55.09	227.53	13,194.21
Ind As adjustments	(553.98)	-	(19.36)	(3,743.05)	241.42				(4,074.97)
Gross Block as per Ind AS	491.02	0.93	-	3,434.13	4,898.52	12.02	55.09	227.53	9,119.23

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

4. Capital work in progress

Particulars	Amount
1 st April 2016	3,199.96
31 st March 2017	3,305.24
31 st March 2018	3,370.11

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use as its deemed cost as at the date of transition to Ind AS i.e. 1st April 2016 as per the following details:

Particulars	Freehold Land
As at 1 st April, 2016	3,203.34
Ind As adjustments	3.38
Gross Block as per Ind AS	3,199.96

5. Investment Properties

Particulars	Freehold Land	Leasehold Land	Buildings	Total
Gross Block				
Balance as at 1st April, 2016	553.98	19.36	3,743.05	4,316.39
Additions / adjustments	-	67.20	-	67.20
Disposals / adjustments	-	-	-	-
Balance as at 31st March, 2017	553.98	86.56	3,743.05	4,383.59
Additions / adjustments	-	1.13	-	1.13
Disposals / adjustments	-	-	-	-
Balance as at 31st March, 2018	553.98	87.69	3,743.05	4,384.72
Accumulated Depreciation				
Depreciation for the year	-	-	182.78	182.78
Disposals	-	-	-	-
Balance as at 31st March, 2017	-	-	182.78	182.78
Depreciation for the year	-	-	174.25	174.25
Disposals	-	-	-	-
Balance as at 31st March, 2018	-	-	357.04	357.04
Net Block				
Balance as at 1 st April, 2016	553.98	19.36	3,743.05	4,316.39
Balance as at 31 st March, 2017	553.98	86.56	3,560.27	4,200.80
Balance as at 31 st March, 2018	553.98	87.69	3,386.02	4,027.68

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value of all of its investment properties as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use as its deemed cost as at the date of transition to Ind AS i.e. 1st April 2016 as per the following details:

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Freehold Land	Leasehold Land	Buildings
As at 1st April, 2016			
Gross Block (at cost)	553.98	19.36	5,650.79
Accumulated depreciation	-	-	1,907.74
Net Block as per previous GAAP/ Deemed cost as per Ind AS	553.98	19.36	3,743.05
Ind As adjustments	-	-	-
Gross Block as per Ind AS	553.98	19.36	3,743.05

Fair value

Particulars	Freehold Land	Leasehold Land	Buildings
As at 1 st April, 2016	7,330.21	568.56	14,984.76
As at 31 st March, 2017	7,736.47	660.59	16,483.23
As at 31 st March, 2018	7,946.98	696.74	16,483.23

The fair values of the investment property are categorised as level 2 in the fair valuation hierarchy and has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued

The Company has sub divided the leasehold land for subsequent sale. Therefore the same is not amortised.

Information regarding Income and Expenditure of Investment Property

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Rental Income derived from Investment Property	2,883.83	2,866.29
Less: Direct operating expenses (including repairs and maintenance) generating rental income	337.21	290.04
Direct operating expenses (including repairs and maintenance) not generating rental income	-	-
Income arising from investment properties before depreciation	2,546.62	2,576.25
Less: Depreciation	174.25	182.78
Income from Investment properties (Net)	2,372.37	2,393.47

The direct operating expense on the investment property are not separately identifiable and the same is not likely to be material.

6. Biological assets other than bearer plants

Particulars	Live stock
Gross Block	
Balance as at 1st April, 2016	4.54
Additions / adjustments	4.16
Disposals / adjustments	-
Balance as at 31st March, 2017	8.70
Additions / adjustments	-
Disposals / adjustments	-
Balance as at 31st March, 2018	8.70
Net Block	
Balance as at 1 st April, 2016	4.54
Balance as at 31 st March, 2017	8.70
Balance as at 31 st March, 2018	8.70

Fair values of the Biological assets are categorised as level 3 in the fair valuation hierarchy and the same has been determined by the management after considering the relevant factors.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

7. Investments

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Unquoted			
Investment in equity instrument (fully paid up)			
- 90 (31 st March, 2017: 90 and 1 st April, 2016: 90) shares of The New Piece Goods Bazar Company Limited	0.28	0.28	0.28
At Amortised cost			
Unquoted			
Investment in Government Securities*			
- 3% Government of India Conversion Loan 1986	-	0.19	0.19
- 7 Years National Savings Certificates	-	0.02	0.02
Total	0.28	0.49	0.49
Aggregate amount of Unquoted security	0.28	0.49	0.49

* Deposited with Government authorities

As at 31st March, 2018 investment in Government securities were written off since the original documents evidencing the investments are not available

8. Loans

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Unsecured, considered good			
Security Deposits	113.82	113.82	109.41
Loan - Inter Corporate (Refer note 50)	5,000.00	5,000.00	5,000.00
Total	5,113.82	5,113.82	5,109.41

9. Other financial assets - Non current

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Due from a developer (Refer Note 9.1)	52,946.29	53,030.68	39,670.35
Interest Receivable on Inter Corporate Deposits	3,390.58	2,729.34	2,189.34
Bank deposits	-	235.41	20.53
- (Held as margin money)			
Total	56,336.86	55,995.43	41,880.22

9.1

- In an earlier year, the Company entered into a Development Agreement ("the DA") with a Developer whereby the Company granted the development rights to develop approximately 36,000 square metres of constructed area ("the Development Rights") on 12,204 square metres out of its Freehold Land at Dadar ("the said property").

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

- b. In terms of the DA and further agreements / understandings between the Company and the Developer, any cost of construction incurred by the Company and such further costs (including interest on borrowings for the said construction) that may be incurred by the Company for the development of the above referred to area is to be reimbursed by the Developer. Accordingly, the cost incurred by the Company upto 31st March, 2018 for the construction (net of amounts received from the developer in terms of the DA) amounting to ₹. 52,946.29 lakhs (31st March, 2017 ₹. 53,030.68 lakhs and 1st April, 2016 ₹. 39,670.35 lakhs) is shown as "Due from developer" under Note 9 and ₹. 9,958.13 lakhs (31st March, 2017 ₹. 9,958.37 lakhs and 1st April, 2016 ₹. 22,456.63 lakhs) is shown as "Due from developer" under Note 17.
- c. The Company has Subsequently received from the Government of Maharashtra, the approval for the development of additional constructed area of approximately 5,000 square metres over and above the area covered under the DA ; the Developer and the Company have agreed that such additional area is to be owned by the Company. The related cost of such area to be owned by the Company is mutually agreed upon with the Developer on an appropriate basis. The Company has also carried forward the amount of ₹. 2,825.16lakhs (31st March, 2017 ₹. 2,746.14 lakhs and 1st April, 2016 ₹. 2,647.15 lakhs) in Capital Work-in-progress. The said cost may be adjusted / increased when the Developer completes the construction of the total area including the construction of the common areas.
- d. The proportionate carrying cost of 12,204 square meters of land of ₹. 0.93 lakhs (31st March, 2017 ₹. 0.93 lakhs and 1st April, 2016 ₹. 0.93 lakhs), in respect of which the Development Rights are granted, is shown as "Freehold Land (under development)" under "Property, plant and equipments" in Note 3.
- e. Further, the consideration for the Grant of the Development Rights is based on the specified percentage of the revenue received by the Developer (in terms of the DA in force), irrespective of the completion of construction / handing over the possession of the said constructed area to the Purchasers / Licensees and reflected as "Grant of Development Rights" in the Statement of Profit and Loss. The DA does not contemplate a transfer or an intention to transfer the ownership or possession of the said property at present and the same continues to remain with the Company.

10 Income tax assets (Net)

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Taxes Paid - (net of provisions)	517.26	375.62	246.76
Total	517.26	375.62	246.76

While making the provision for Current tax, the company has relied on the opinion of an expert for the tax treatment of gains earned for the Grant of development rights and availability of certain tax benefits in respect of the capital expenditure incurred on shifting of the industrial undertaking, as per the provision of the Income - Tax Act, 1961.

11 Deferred tax assets and liabilities

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Deferred tax assets	445.15	212.91	298.23
Deferred tax liabilities	254.25	606.76	792.03
Net Deferred Tax Assets / (Liabilities)	190.91	(393.84)	(493.80)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

11.1 Movement in deferred tax balances

Particulars	Net balance as at 1 st April, 2017	Recognised in profit or loss	Recognised in OCI	As at 31 st March, 2018		
				Net Balance	Deferred tax asset	Deferred tax liability
Deferred tax assets / (liabilities)						
Property, plant and equipment	(436.28)	209.45		(226.83)		(226.83)
Capital work-in-progress	1.53	(0.33)		1.19	1.19	
Inventories	3.12	(0.49)		2.62	2.62	
Trade and other receivables	98.10	(41.63)		56.47	56.47	
Loans and borrowings	(41.65)	14.23		(27.42)		(27.42)
Employee benefits	13.74	11.17	(14.26)	10.65	10.65	
Deferred income	96.44	(73.16)		23.28	23.28	
Other financial liabilities	(128.83)	128.83		-		-
Unused tax assets (MAT credit entitlement) (for earlier years recognised during the year)	-	805.63		350.95	350.95	
Net deferred tax assets / (Liabilities)	(393.84)	1,053.69	(14.26)	190.91	445.16	(254.25)

Movement in deferred tax balance

	Net balance as at 1 st April, 2016	Recognised in profit or loss	Recognised in OCI	As at 31 st March, 2017		
				Net Balance	Deferred tax asset	Deferred tax liability
Deferred tax assets / (liabilities)						
Property, plant and equipment	(568.61)	132.35	-	(436.28)		(436.28)
Capital work-in-progress	1.17	0.35	-	1.53	1.53	-
Inventories	23.26	(20.14)	-	3.12	3.12	-
Trade and other receivables	91.86	6.24	-	98.10	98.10	-
Loans and borrowings	(28.73)	(12.93)	-	(41.65)		(41.65)
Employee benefits	12.14	4.54	(2.94)	13.74	13.74	-
Deferred income	165.22	(68.77)		96.44	96.44	
Other financial liabilities	(190.11)	61.28	-	(128.83)		(128.83)
Unused tax assets (MAT credit entitlement)	-	420.00	-	-	-	-
Net deferred tax assets / (Liabilities)	(493.80)	522.91	(2.94)	(393.84)	212.92	(606.76)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

12 Other non current assets

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Unsecured, considered good			
Deposits	11.24	11.24	11.24
Capital advances	458.54	645.73	420.17
Advances recoverable	5.92	0.96	13.50
Balance with Central Excise authorities	-	105.84	26.99
Advance to gratuity trust (Refer note 40)	3.34	27.89	106.41
Total	479.03	791.65	578.32

Balance with Central Excise Authorities represents the amount of unutilised credit of additional duty of Central Excise claimed as refund by the Company in the year 2003-04. The Company had preferred an appeal before the Bombay High Court against the order of the Appellate Tribunal rejecting the refund claim of the company. Honourable High court has rejected the claim of the Company vide order its order of October 2017. Based on the advice of the legal Counsels the company has not preferred further appeal before the Supreme Court and had thus written off the outstanding balance during the year.

13 Inventories

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Raw Materials	339.55	407.88	436.55
Work-in-Progress	2,849.48	3,032.04	2535.61
Finished Goods	637.57	310.70	483.00
Fuel	25.08	19.70	60.68
Stores and Spares	201.98	264.02	238.35
Others	9.09	7.04	3.13
Total	4,062.75	4,041.38	3,757.33

For accounting policy on inventories Refer note 2.11

Inventories pledged as securities for borrowings - Refer note 21

14 Trade receivables

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Unsecured, Considered doubtful	13.61	13.61	13.61
Less: Provision for doubtful debts	(13.61)	(13.61)	(13.61)
	-	-	-
Unsecured, Considered good	1,844.25	1,371.35	1,769.73
Less: Provision for doubtful debts	(21.10)	(16.11)	(37.87)
	1,823.15	1,355.24	1,731.86
Total	1,823.15	1,355.24	1,731.86

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

- 14.1 The credit period for trade receivable for textile related is 21 days and for garment related ranges from 60 days to 121 days.
- 14.2 Before accepting any new customer, the Company has appropriate levels of control procedures which ensure the potential customer's credit quality. Credit limits scoring attributed to customers are reviewed periodically by the Management.
- 14.3 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Trade or other receivables are also not due from firms or private companies respectively in which any director is a partner, a director or a member

14.4 Movement in the expected credit loss allowance

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Balance at the beginning of the year	16.11	37.87	37.87
Add: provision during the year	4.99	-	-
Less: Reversal during the year	-	(21.76)	-
Balance at the end of the year	21.10	16.11	37.87

15 Cash and cash equivalents

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Cash and Cash Equivalents			
Balance with Banks	798.14	51.55	99.04
Cash on hand	7.66	5.69	15.70
Total	805.80	57.24	114.73

16 Bank balances other than cash and cash equivalents

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Balances with Banks			
Unpaid dividend	4.97	4.42	14.89
Other Bank Balances			
Fixed deposits with banks with original maturity of more than twelve months (Held as margin money)	2,873.16	2,350.13	2,413.93
	2,878.13	2,354.55	2,428.82

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

17. Other financial assets - Current

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Due from developer (Refer note 9.1)	9,958.13	9,958.37	22,456.63
Interest receivable on security / fixed deposits	3.36	340.93	130.14
Capital subsidy receivable under TUFS	29.47	29.47	29.47
Interest subsidy receivable under TUFS	413.32	423.03	536.46
Foreign exchange subsidy receivable	311.08	311.08	311.08
	10,715.37	11,062.89	23,463.79

18 Other current assets

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Advances other than capital advances			
Advances to Suppliers	233.17	157.40	123.21
Others - current assets	229.47	101.08	86.45
	462.65	258.48	209.66

19 Equity share capital

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Authorised :			
2,00,00,000 (Previous year 31 st March,2017: 2,00,00,000; 1 st April, 2016:2,00,00,000) equity shares of ₹ 5 par value	1,000.00	1,000.00	1,000.00
	1,000.00	1,000.00	1,000.00
Issued, Subscribed and Paid up :			
1,67,20,000 (Previous year 31 st March,2017: 1,67,20,000; 1 st April, 2016:1,67,20,000) Equity Shares of ₹ 5 par value fully paid	836.00	836.00	836.00
Total	836.00	836.00	836.00

19.1 Reconciliation of number of shares outstanding at the beginning and end of the year:

Particulars	As at 31 st March, 2018		As at 31 st March, 2017		As at 1 st April, 2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity Shares:						
Balance as at the beginning of the year	1,67,20,000	836.00	1,67,20,000	836.00	1,67,20,000	836.00
Changes during the year	-	-	-	-	-	-
Balance as at the end of the year	1,67,20,000	836.00	1,67,20,000	836.00	1,67,20,000	836.00

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

19.2 Rights, preferences and restrictions :

- The Company has only one class of shares referred to as equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- The Company declares and pays dividend in Indian Rupees. The final dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

19.3 Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company :

Particulars	As at 31 st March, 2018		As at 31 st March, 2017		As at 1 st April, 2016	
	Number of shares	% Held	Number of shares	% Held	Number of shares	% Held
Name of the Shareholder						
Manubhai and Sons Investment Company Private Limited	23,88,900	14.29	23,88,900	14.29	23,88,900	14.29
Hiren Brothers Investment Company Private Limited	23,88,900	14.29	23,88,900	14.29	23,88,900	14.29
M C Shah and Sons Investment Company Private Limited	23,88,340	14.28	23,88,340	14.28	23,88,340	14.29

19.4 Shares allotted as fully paid up by way of Bonus Shares during the financial year 2015-16 :

Particulars	Amount
83,60,000 Equity Shares allotted as fully paid up bonus Shares in the ratio of 1:1 by capitalisation of following reserves:	
- Capital Reserve	29.81
- Securities Premium	388.19
	418.00

20 Other equity

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Securities Premium	1,695.20	1,695.20	1,695.20
General Reserve	30,039.35	30,039.35	30,039.35
Retained Earning	11,269.74	8,070.95	4,324.76
Total	43,004.29	39,805.50	36,059.31

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

The movement in other equity

Particulars	As at 31 st March, 2018	As at 31 st March, 2017
Securities Premium		
Balance at the beginning of the year	1,695.20	1,695.20
Less : Capitalised for Issue of Bonus Shares		-
Balance at the end of the year	1,695.20	1,695.20
General Reserve		
Balance at the beginning of the year	30,039.35	30,039.35
Add : Transferred from retained earnings	-	-
Balance at the end of the year	30,039.35	30,039.35
Retained Earnings		
Balance at the beginning of the year	8,070.95	4,324.76
Add : Profit for the year as per Statement of Profit and Loss	3,516.24	3,740.63
Less: Remeasurement of defined employee benefit plans	34.72	5.56
Less: Final dividend for FY 2016-17: ₹ 1.75 per share	(292.60)	-
Less: Corporate dividend tax on final dividend for previous year	(59.57)	-
Balance at the end of the year	11,269.74	8,070.95
Total other equity	43,004.29	39,805.50

20.1 Nature and Purpose of reserves

i Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

ii General Reserve

The general reserve represents amounts appropriated out of retained earnings and are available for distribution to shareholders.

iii Retained Earnings

Retained Earnings represents surplus / accumulated earnings of the company and are available for distribution to shareholders.

20.2 Proposed dividend on equity shares not recognised:

Particulars	As at 31 st March, 2018	As at 31 st March, 2017
Final Dividend for the year ended ₹. 1.75 per share (Previous year : ₹. 1.75 per share)	292.60	292.60
Dividend Distribution tax on the above	59.57	59.57
Total	352.17	352.17

The above is subject to approval of share holder at the ensuing annual general meeting of the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

21 Borrowings - Non - current

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Secured - at amortised cost			
Term Loans			
- From Banks - Under Textile upgradation fund scheme (TUFS)	286.06	495.46	2,604.00
- From Banks - other than above	0.00	3,368.60	25,249.79
- From other parties	22,989.70	22,299.56	209.75
Unsecured - at amortised cost			
Loan from related parties	3,245.00	3,324.75	3,313.04
Inter corporate deposits	1,000.00	-	-
Total	27,520.76	29,488.37	31,376.58

I. Term Loan From Banks:

Sr. No.	Nature of Security	Rate of Interest	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
i	Term Loan from IDBI Bank of ₹ 1,875.00 lakhs for TUFS repayable in 98 equal monthly instalments commencing from May 2012 is secured by:	13.75 % - 14.5%	514.96	724.36	986.49
a	First charge on the machinery acquired out of this Term Loan.				
b	First charge on pari passu basis on the Fixed Assets of the Company situated at Dhamni and Kharsundi.				
c	Personal guarantee of two promoter directors of the Company.				
ii	Term Loan from Axis Bank of ₹ 4,600.00 lakhs for TUFS repayable in 33 equal quarterly instalments Commencing from Septmember 2009 is secured by:	13.3% - 14.5%	-	947.46	1,842.78
a	First pari passu charge on the Fixed Assets of the Company excluding land at Dadar.				
b	Second pari passu charge on the Current Assets of the Company, present and future.				
c	Escrow of lease rent receivables to that extent of ₹ 500.00 lakhs				
d	Personal guarantee of two promoter directors of the Company.				
iii	Term Loan from State Bank of India of ₹ 4,400.00 for TUFS repaqyable in 72 equal monthly instalments commencing from October 2011 is secured by:	13.6% - 16%	-	498.82	1,456.46
a	First pari passu charge by way of Equitable Mortgage on the land at Dhamni and Kharsundi, along with Factory Building, Plant and Machinery and other Property Plant and Equipment there at.				
b	Second pari passu charge on the entire Current Assets of the Company, present and future.				
c	Personal guarantee of two promoter directors of the Company.				

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

I. Term Loan From Banks: (Continued...)

Sr. No.	Nature of Security	Rate of Interest	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
iv	Term Loan from IndusInd Bank of ₹ 1,050.00 lakhs under Lease Rental Discounting Scheme repayable in 91 monthly instalments commencing from February 2014 is secured by:	11.75% - 13.65%	-	-	874.14
a	Assignment of lease rentals of the property situated at "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra from the lessee - Sharekhan Limited - Refer Note 9.1(e)				
b	Registered mortgage of premises on 18th Floor given on leave and Licence basis to Sharekhan Limited of "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra.				
c	Personal guarantee of two promoter directors of the Company.				
d	The said loan was fully repaid in the FY 2016-17				
v	Term Loan from Axis Bank of ₹ 8,500.00 lakhs under Loan Against property repayable in 10 equal quarterly instalments commencing from December 2016 is secured by	11.45% - 13.365%	3,369.45	6,735.68	8,317.39
a	First pari passu Charge EM/RM over land and building of The Ruby except for area for which NOC has been issued by the bank for Term Loan of ₹ 33,700.00 as covered in Appendix -I of loan agreement.				
b	First pari passu Charge over development rights of the project sold by Ruby Mills Limited to Mindset Estate Private Limited (Developer) - Refer Note 9.1				
c	First pari passu hypothecation charge on entire movable Property, Plant and Equipments and current assets (including cash flows) of Project both present and future except area already leased / sold.				
d	Pari passu Escrow and charge of cash flows from additional sales / Leasing of area LRD Loans against leased area (over and above sales / Leasing / Lease securitisation loans already completed) by way of agreement between Borrower, Escrow Bank (representing Lender) and Developer.				
e	First pari passu charge on balance open land with Mill structure and FSI there on in the Mill compound from which additional FSI for "The Ruby" is being used for the enhanced scope of the project. The release of charge of the balance open land with Mill structure may be done on receipt of certificate from the Company's Architect that the conditions as specified in the revised IOD/IOA for the project are being complied with. The Company's Architect shall issue further confirmation that the FSI from the vacant plot with Mill structure is utilised in the plan/approval to be issued and such further FSI thus generated has been proposed to be utilised on obtaining revised OC from MCGM for "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra.				
f	First pari passu charge by way of hypothecation/ mortgage/ assignment, as the case may be of all the FSI, rights, title, interest, benefit, claims and demands whatsoever of the Company in respect of the Project.				
g	Personal guarantee of two promoter directors of the Company.				

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

I. Term Loan From Banks: (Continued...)

Sr. No.	Nature of Security	Rate of Interest	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
vi	Term Loan from IndusInd Bank of ₹ 1,900.00 lakhs under Lease Rental Discounting Scheme repayable in 114 monthly instalments commencing from December 2014 is secured by:	11.30% - 11.75%	-	-	1,704.34
a	Assignment of lease rentals of the property situated at "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra from lessees - Panoramic Universal Limited and Sannam S4 Consulting Private Limited				
b	Registered mortgage of premises on the 9th Floor given on Leave and Licence basis to Sannam S4 Consulting Private Limited and the 6th Floor given on Leave and Licence basis to Panoramic Universal Limited of "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra - Refer Note 9.1(e)				
c	Personal guarantee of two promoter directors of the Company.				
d	The said loan was fully repaid in the FY 2016-17				
vii	Term Loan from Allahabad Bank of ₹ 13,800.00 lakhs (including overdraft facilities of ₹ 10,000.00 lakhs as a sub-limit on reducing balance) under Lease Rental Discounting Scheme repayable in 120 monthly instalments commencing from January 2016 is secured by:	10.25%	-	-	12,857.57
a	Assignment of receivables from respective lessee applicable as per the Leave and License and other agreements executed for 14th, 15th and 16th floors of the building "The Ruby" in IT park at Dadar, Mumbai, Maharashtra - Refer Note 9.1(e)				
b	Existing exclusive mortgage charge on 14th, 15th and 16th floor of the building "The Ruby" to continue				
c	Additional security by mortgage charge on 11th floor at "The Ruby" and 4th, 7th & 9th floor, North East Wing at "The Ruby".				
d	Personal guarantee of two promoter directors of the Company.				
e	The said loan was fully repaid in the FY 2016-17				
viii	Term Loan from Allahabad Bank of ₹ 1,720.00 lakhs under Lease Rental Discounting Scheme repayable in 120 monthly instalments commencing from January 2016 is secured by:	10.25%	-	-	1,705.38
a	Exclusive charge by way of Assignment of receivables as per Leave and License agreement with respective lessee of the 11th floor of the building "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra - Refer Note 9.1(e)				
b	Collateral by way of exclusive mortgage charge on the said premises				
c	Personal guarantee of two promoter directors of the Company.				
d	Corporate Guarantee of the Developer- M/s. Mindset Estates Private Limited.				
e	The said loan was fully repaid in the FY 2016-17				
ix.	Term Loan from Allahabad Bank of ₹ 825.00 lakhs under Lease Rental Discounting Scheme repayable in 120 monthly instalments commencing from January 2016 is secured by:	10.25%	-	-	818.07

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

I. Term Loan From Banks: (Continued...)

Sr. No.	Nature of Security	Rate of Interest	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
a	Exclusive charge by way of Assignment of receivables as per Leave and License agreement with respective lessee of the 4th floor, North East Wing of the building "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra - Refer Note 9.1 (e)				
b	Collateral by way of exclusive mortgage charge on the said premises				
c	Personal guarantee of two promoter directors of the Company.				
d	Corporate Guarantee of the Developer- M/s. Mindset Estates Private Limited.				
e	The said loan was fully repaid in the FY 2016-17				
x	Term Loan from Allahabad Bank of ₹ 925.00 lakhs under Lease Rental Discounting Scheme repayable in 120 monthly instalments commencing from January 2016 is secured by:	10.25%	-	-	916.46
a	Exclusive charge by way of Assignment of receivables as per Leave and License agreement with respective lessee of the 9th floor, North East Wing of the building "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra - Refer Note 9.1 (e)				
b	Collateral by way of exclusive mortgage charge on the said premises				
c	Personal guarantee of two promoter directors of the Company.				
d	Corporate Guarantee of the Developer- M/s. Mindset Estates Private Limited.				
e	The said loan was fully repaid in the FY 2016-17				
xi	Term Loan from Allahabad Bank of ₹ 2,530.00 lakhs under Lease Rental Discounting Scheme repayable in 120 monthly instalments commencing from January 2016 is secured by:	10.25%	-	-	977.37
a	Exclusive charge by way of Assignment of receivables as per Leave and License agreement with respective lessee of the 7th floor, North East Wing of the building "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra - Refer Note 9.1 (e)				
b	Collateral by way of exclusive mortgage charge on the said premises				
c	Personal guarantee of two promoter directors of the Company.				
d	Corporate Guarantee of the Developer- M/s. Mindset Estates Private Limited.				
e	The said loan was fully repaid in the FY 2016-17				
II.	Term Loan From Other Parties:-				
i	Term Loan from Reliance Capital Limited of ₹. 2,000.00 lakhs (₹. 4,000.00 lakhs) sanctioned under Loan Against Property repayable in 12 equal monthly instalments to be commenced from 15 th May, 2016 (15 th April, 2015) is secured by:	16% (17.75 % up to February 2016)	-	-	1,992.12
a	First pari passu charge on the 'A' wing Basement, Ground Floor, 'A' wing 7th to 10th Floor and 'B' wing Ground Floor of the 'Ruby House', Dadar, Mumbai. - Refer Note 9.1 (e)				
b	The said loan was fully repaid in the FY 2016-17				

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

I. Term Loan From Banks: (Continued...)

Sr. No.	Nature of Security	Rate of Interest	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
ii	Loan from Daimler Financial Services India Private Limited of ₹ 50.12 lakhs is repayable in 48 equal monthly instalment commencing from 22 nd May, 2014, secured against hypothecation of specified vehicle in the relevant agreement.	11.39%	23.45	30.88	38.38
iii	Term Loan from HDFC Limited of ₹ 25,000.00 lakhs sanctioned and ₹. 23,000.00 lakhs availed under Loan Against Property is repayable in 144 monthly instalments to be commenced from January, 2017 secured by:	9.5% to 10.25%	22,010.45	22,769.55	-
a	First exclusive charge by way of Assignment of receivables as per Leave and License agreement with respective lessee of the 4th, 7th, 9th, 18th Floors, North East Wing and entire 14th to 16th Floors aggregating to 1,82,348 sq. ft. area of the building "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra - Refer Note 9.1 (e)				
b	Personal guarantee of two promoter directors of the Company.				
c	Corporate Guarantee of the Developer- M/s. Mindset Estates Private Limited.				
iv	Term Loan from Shriram Housing Finance Limited of ₹ 2,000.00 lakhs sanctioned and ₹ 1,800.00 lakhs availed under Loan Against Property commercial is repayable in 120 monthly instalments to be commenced from April, 2018 secured by:	13.50%	1,769.63	-	-
a	First exclusive charge by way of Assignment of receivables as per Leave and License agreement with respective lessee of the 6th floor.				
b	Collateral by way of exclusive mortgage charge on the said premises				
c	Personal guarantee of two promoter directors of the Company.				
d	Corporate Guarantee of the Developer- M/s. Mindset Estates Private Limited.				
	Total of (I)+(II)		27,687.94	31,706.74	34,486.94
	Less: Current maturities of long term debt		4,412.18	5,543.12	6,423.40
			23,275.76	26,163.62	28,063.54
III.	Terms of Repayment of unsecured borrowings				
	"Loans and advances from Related Parties"	9% - 15%	3,245.00	3,324.75	3,313.04

Rate of interest in case of TUFF loans is without considering interest subsidy under TUFF scheme.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

22. Other financial liabilities-Non Current

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Trade and Security Deposits	2,319.12	2,122.91	1,944.10
Total	2,319.12	2,122.91	1,944.10

23. Provisions

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Provision for Employee Benefits (Refer note 40)	20.63	26.69	22.62
Total	20.63	26.69	22.62

24. Other non-current liabilities

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Deferred income			
- Deferred Government Grants	31.99	79.94	127.90
- Others	-	-	150.76
	31.99	79.94	278.66

25. Borrowings - Current

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Loans repayable on demand			
Secured			
From banks			
- Cash credit and overdraft facilities	1,440.52	1,120.91	1,393.07
Unsecured			
- Inter corporate deposits	1,024.95	950.00	1,300.00
- Loan from related parties	3,747.96	3,514.10	1,816.95
Total	6,213.43	5,585.01	4,510.02

25.1 Cash Credit and Overdraft Facilities are secured as under :

- Bank of India - ₹ 477.54 (31st March, 2017 ₹ 318.21 lakhs, 1st April, 2016 ₹ 318.13 lakhs)
State Bank of India - ₹ 962.97 (31st March, 2017 ₹ 669.84 lakhs, 1st April, 2016 ₹ 923.22 lakhs)
Bank of Baroda - ₹ NIL (31st March, 2017 ₹ 132.86 lakhs, 1st April, 2016 ₹ 80.19 lakhs)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

25.1 Cash Credit and Overdraft Facilities are secured as under : (Continued)

Secured against

- a. First pari passu charge on entire Current Assets, both present and future, of the Company.
- b. Second pari passu charge on Land and Building and Plant and Machinery on Company's Assets at Dhamini and Kharsundi.
- c. Personal guarantee of two promoter directors of the Company.
- ii. Indusind Bank - ₹ NIL (31st March, 2017 ₹ NIL and 1st April, 2016 ₹ 8.53 lakhs)

Secured against

- a. Primary Security by way of Assignment of receivables from respective lessees of the property situated at "The Ruby" in IT Park at Dadar, Mumbai, Maharashtra.
- b. Collateral Security by way of registered mortgage on the said property.
- c. Personal guarantee of two promoter directors of the Company.

26 Trade payables

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	At as 1 st April, 2016
Due to Micro ,Small and Medium enterprises	61.13	30.98	79.95
Due to others	2,373.71	2,500.19	2,709.27
Total	2,434.84	2,531.17	2,789.22

26.1 Trade payables are non - interest bearing and are normally settled within 45 - 60 days. Trade payable to MSME's are settled within 45 days.

26.2 According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
1 (a) Principal amount remain unpaid to any supplier	61.13	30.98	79.95
(b) Interest on 1(a) above	-	-	-
2 (a) The amount of principal paid beyond the appointed date	-	-	-
(b) The amount of interest paid beyond the appointed date	-	-	-
3 Amount of Interest due and payable on delayed payments	-	-	-
4 Amount of interest accrued and remaining unpaid as at year end	-	-	-
5 Amount of further interest due and payable even in the succeeding year	-	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

27 Other financial liabilities

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
<u>Current maturities of Long-term debts (Refer Note 21)</u>		-	-
Secured - at amortised cost			
Term Loans			
- From Banks - Under Textile upgradation fund scheme (TUFS)	228.90	1,675.17	1,681.73
- From Banks - other than above	3,369.45	3,367.08	2,920.93
- From other parties	813.83	500.87	1,820.74
Interest accrued but not due on borrowings	86.78	7.10	205.68
Unclaimed dividend*	4.97	4.42	14.89
Trade and security deposits.	2.50	8.95	195.93
Creditors for Capital Expenses	32.97	15.77	18.52
Other liabilities	527.09	275.63	330.50
Total	5,066.48	5,854.99	7,188.92

27.1*All amounts required to be transferred to the Investor Education and Protection Fund by the Company have been transferred within the time prescribed for the same.

27.2 Other liability include creditors for expenses and others

28 Other current liabilities

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Advances from customers	71.77	69.57	68.98
Statutory liabilities	212.92	93.87	216.58
Deferred Income			
- Capital Grant	47.95	47.95	47.95
- Advance Rent	-	150.76	150.76
Advance against Sale of Property (Refer Note below)	10,137.70	10,100.00	10,106.00
Advance from others	15.23	-	-
Total	10,485.57	10,462.15	10,590.27

28.1 A sum of ₹ 10,100.00 lakhs is Advance against Sale of Property from a prospective buyer, for the proposed Sale of premises on Freehold Land under "Buildings". Out of the total consideration agreed, a substantial amount is yet receivable. Meanwhile, certain disputes and differences have arisen between the prospective buyer and their bankers in which the Company is, indirectly affected. Although the Company is no way connected with the independent dealing of the Bank's constituent as the buyer's bankers had never intimated our company about any loan to their constituent either at the time of their appraisal/sanction or 1 1/2 year after receipt of advance (which was directly received from the prospective buyer). However, to safe guard the Company's interest, an attorney is appointed who has opined that this is a matter between the prospective buyer and their bankers and the Company is not even contingently liable in the said matter.

Meanwhile Criminal proceedings have been initiated by the investigating agency against one of the Company's director on basis of the complaint of the buyer's bankers against directors of the proposed buyers, a bank officials, their empanelled valuers and architects and unknown others who were party to the loan transaction between the prospective buyer and its bankers. The Company has made an offer to pay the advance reflected in its books after appropriate directions and is also taking necessary legal steps to safeguard its interests.

29 Provisions

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Provision for Employee Benefits			
- for Gratuity	8.52	6.54	59.56
- for Leave encashment	15.93	13.00	12.46
(Refer note 40)			
Total	24.44	19.54	72.02

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

30 Revenue from operations

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
(i) a) Sales of products		
Sale of Products - Manufactured goods	16,767.84	17,117.21
b) Sale of services		-
Processing Charges	8.36	96.09
License Fees and Other Amenities	2,883.83	2,866.29
(ii) Other Operating Revenues		
Sale of Scrap	20.43	15.06
Duty Drawback	19.08	68.85
Insurance recovery	3.24	12.17
Freight recovery	21.48	2.45
Total	19,724.26	20,178.12

31 Other Income

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Interest Income from financial assets at amortised cost		
On bank deposits	16.57	21.65
On loans and advances	600.16	607.28
Other Interest	9.09	17.86
Dividend income		
From non-current investment at FVOCI	0.27	-
Other non-operating Income (Net of expenses directly attributable to such income)		
Grant of development rights (Refer note 9.1)	212.96	345.76
Sundry credit balances and excess provisions written back	1.01	18.16
Sales tax refund	123.46	302.53
Insurance claims	61.00	217.87
Bad trade receivables recovered	-	38.68
Miscellaneous income	47.95	48.36
Loss on foreign currency transactions and translations (net)	0.12	-
Provision for Doubtful debt	-	21.76
Other gains or losses		
Net gains on disposal of property, plant and equipment	0.79	1.78
Net gains on sale of current investments	-	9.74
Total	1,073.37	1,651.44

Interest income on Fixed deposits created for the development of property directly charged to due from developer and based on debit note raised by developer are charged to CWIP (Building under construction)	163.92	171.82
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NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

32 Cost of materials consumed

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Raw materials		
Opening stock	407.88	436.55
Add : Purchases	4,490.95	5,340.69
Less: Closing stock	(339.55)	(407.88)
Total	4,559.27	5,369.36

33 Changes in inventories of finished goods and work-in-progress

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Inventories at the beginning of the year		
Finished Goods	310.70	483.00
Work in Progress	3,032.04	2,535.61
Others	7.04	3.13
(a)	3,349.77	3,021.74
Inventories at the end of the year		
Finished goods	637.57	310.70
Work in Progress	2,849.48	3,032.04
Others	9.09	7.04
(b)	3,496.14	3,349.77
Net (Increase)/Decrease in Inventories	(a) -(b)	(328.03)

34 Employee benefits expense

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Salaries, wages and benefits	2,015.57	1,826.29
Contribution to provident and other funds	88.56	70.33
Staff welfare expenses	53.07	37.50
Total	2,157.20	1,934.12

35 Finance costs

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Interest expense		-
- Cash credit facilities / buyers' credit	137.07	160.94
- Term Loans - Under TUFS (Refer note 35.1)	133.01	356.64
- Others	538.47	432.46
Other borrowing costs	242.02	299.35
Total	1,050.58	1,249.39

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

35.1	Interest on term loans - under TUFS is after reducing interest subsidy	22.48	107.64
35.2	Finance cost on borrowing taken for the development of property directly charged to due from developer and based on debit note raised by developer are charged to CWIP (Building under construction)	3,297.23	4,046.57

36 Depreciation and amortisation expense

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Depreciation on property , plant and equipment and Investment property	1,547.43	1,498.60
Total	1,547.43	1,498.60

37 Other expenses

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Stores and spares consumed	1,956.09	2,102.57
Power and fuel	3,170.96	3,086.95
Brokerage and commission	501.05	529.36
Weaving and processing charges	58.06	76.02
Excise duty	0.61	3.25
Hydraulic charges	2.11	1.43
Rent	0.57	0.46
Lease rent	72.72	89.34
Repairs and maintenance		-
Building	278.09	303.08
Machinery	98.90	85.94
Others	104.90	89.05
Insurance	25.89	21.16
Rates and taxes	140.59	81.81
Directors' fees	11.60	10.06
Loss on foreign currency transactions and translations (net)	-	10.36
Auditors' Remuneration*		-
Audit fees	10.50	10.35
Tax audit Fees	-	2.24
Other For taxation matters	-	2.95
Other Services	4.00	2.20
Corporate Social Responsibility Expense (Refer note 48)	79.25	69.53
Cost audit fees	1.33	1.53
Labour contractor charges	258.67	278.36
Freight and forwarding	99.62	144.45
Travelling, conveyance and vehicle expenses	186.58	161.28
Legal and professional fees	464.92	128.32
Donations (Refer note 37.1)	0.29	10.70
Balances not recoverable written off	138.64	-
Provision for doubtful debts	4.99	-
Miscellaneous Expenses	259.47	185.67
Total	7,930.39	7,488.40

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

37.1 Donation includes sum of ₹ Nil (previous year ₹10 lakhs) paid to Shiv Sena, a political party.

37.2 *Previous year figures represent fees paid to predecessor auditor.

38 Tax Expense and deferred tax liabilities (Net)

A Amounts recognised in profit and loss

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Current tax expense (a)		
In respect of current year	1,254.00	1,400.00
In respect of earlier years	(17.43)	-
Deferred tax expense (b)	1,236.57	1,400.00
In respect of current year	(1,053.69)	(522.91)
(includes ₹ 805.63 lakhs MAT credit for earlier years recognised during the year)		
Tax expense recognised in the income statement (a+b)	182.88	877.09

B Amounts recognised in other comprehensive income

Particulars	2017-18			2016-17		
	Before tax	Tax (expense benefit)	Net of tax	Before tax	Tax (expense benefit)	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	48.98	(14.26)	34.72	8.50	(2.94)	5.56
	48.98	(14.26)	34.72	8.50	(2.94)	5.56

C Reconciliation of effective tax rate

Particulars	2017-18		2016-17	
	%	Amount	%	Amount
Profit before tax		3,699.12		4,617.72
Tax using the Company's domestic tax rate (Current year 34.61% and Previous Year 34.61%)	34.61%	1,280.26	34.61%	1,598.19
Tax effect of:				
Non-deductible tax expenses - Donation and CSR	0.37%	13.85	0.27%	12.27
Profit on sale of assets	-0.01%	(0.27)	-0.01%	(0.62)
Additional allowance for tax purpose	-9.14%	(338.12)	-8.05%	(371.51)
MAT credit entitlement	-21.78%	(805.63)	-9.10%	(420.00)
Others	1.36%	50.21	1.27%	58.75
Effective Income Tax Rate	5.42%	200.31	18.99%	877.09
Adjustments recognised in current year in relation to the current tax of prior years	-0.47%	(17.43)	-	-
Income Tax Expense	4.94%	182.88	18.99%	877.09

No aggregate amounts of current and deferred tax have arisen in the reporting period which have been recognised in equity and not in Statement of Profit or Loss or Other Comprehensive Income.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

39 Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

The Significant Accounting Policies set out in Note No. 2 have been applied in preparing the financial statements for the year ended 31st March 2018, 31st March 2017 and the opening Ind AS balance sheet on the date of transition i.e. 1st April 2016.

In preparing its Ind AS Balance Sheet as at 1st April 2016 and in presenting the comparative information for the year ended 31st March 2017, the Company has adjusted amounts previously reported in the financial statements prepared in accordance with Previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with Previous GAAP, and how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

I Explanation of transition to Ind AS

In preparing the financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

A Optional Exemptions availed

i Deemed cost for property, plant and equipment, investment property and intangible assets:

The Company has elected to measure all its property, plant and equipment and intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

B Applicable Mandatory exceptions

i Estimates

On assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

ii Derecognition of financial assets and financial liabilities

Derecognition of financial assets and liabilities as required by Ind AS 109 is applied prospectively i.e. after the transition date.

iii Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

II Effect of Ind AS adoption on Balance Sheet as at 1st April, 2016 (Transition date)

Particulars	Note Reference	As per Previous GAAP	Ind AS adjustments	As per Ind AS
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	D,F,I	13,198.74	(4,079.51)	9,119.23
(b) Capital work-in-progress	C	3,203.34	(3.38)	3,199.96
(c) Investment Property	I	-	4,316.39	4,316.39
(d) Biological assets other than bearer plants		-	4.54	4.54
(e) Financial Assets		-	-	-
Investments		0.49	-	0.49
Loans		5,109.41	-	5,109.41
Other financial assets	C	41,968.29	(88.07)	41,880.22
(f) Income Tax Assets (Net)		246.76	-	246.76
(g) Deferred Tax Assets (Net)	L	(445.51)	(48.29)	(493.80)
(h) Other non-current assets		578.32	-	578.32
Total Non-current assets		63,859.85	101.67	63,961.52
Current Assets				
(a) Inventories	D	3,824.53	(67.21)	3,757.33
(b) Financial Assets				
Trade receivables	B	1,852.23	(120.37)	1,731.86
Cash and cash equivalents		114.73	-	114.73
Bank Balances other than Cash and cash equivalents		2,428.82	-	2,428.82
Other financial assets	C	23,507.16	(43.37)	23,463.79
(c) Other current assets		209.66	-	209.66
Total current assets		31,937.13	(230.94)	31,706.19
TOTAL ASSETS		95,796.98	(129.27)	95,667.71
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital		836.00	-	836.00
(b) Other Equity		35,968.07	91.24	36,059.31
Total Equity		36,804.07	91.24	36,895.31
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
Borrowings	C	31,472.83	(96.25)	31,376.58
Other financial liabilities	J	2,315.92	(371.83)	1,944.10
(b) Provisions		22.62	-	22.62
(c) Other non-current liabilities	F,J	-	278.65	278.65
Total Non-current liabilities		33,811.37	(189.42)	33,621.95
Current Liabilities				
(a) Financial liabilities				
Borrowings		4,510.02	-	4,510.02
Trade payables	k	2,966.68	(177.46)	2,789.22
Other financial liabilities	C	7,241.26	(52.34)	7,188.92
(b) Other current liabilities	F,J	10,391.56	198.71	10,590.27
(c) Provisions		72.02	-	72.02
Total Current Liabilities		25,181.54	(31.09)	25,150.45
Total Liabilities		58,992.91	(220.51)	58,772.40
TOTAL EQUITY AND LIABILITIES		95,796.98	(129.27)	95,667.71

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

III Effect of Ind AS adoption on Balance Sheet as at 31st March, 2017

Particulars	Note Reference	As per Previous GAAP	Ind AS adjustments	As per Ind AS
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	D,F,I	7,988.85	295.74	8,284.58
(b) Capital work-in-progress	C	3,309.65	(4.41)	3,305.24
(c) Investment Property	I	4,373.77	(172.96)	4,200.80
(d) Biological assets other than bearer plants		-	8.70	8.70
(e) Financial Assets		-	-	-
Investments	A	0.49	-	0.49
Loans		5,113.82	-	5,113.82
Other financial assets	C	56,125.02	(129.59)	55,995.43
(f) Income Tax Assets (Net)		375.62	-	375.62
(g) Deferred Tax Assets (Net)	L	(351.15)	(42.69)	(393.84)
(h) Other non-current assets		791.65	-	791.65
Total Non-current assets		77,727.72	(45.23)	77,682.49
Current Assets				
(a) Inventories	D	4,050.38	(9.00)	4,041.38
(b) Financial Assets				
Trade receivables	B	1,453.85	(98.61)	1,355.24
Cash and cash equivalents		57.24	-	57.24
Bank Balances other than Cash and cash equivalents		2,354.55	-	2,354.55
Other financial assets	C	11,104.52	(41.63)	11,062.89
(c) Other current assets		258.48	-	258.48
Total current assets		19,279.03	(149.24)	19,129.78
TOTAL ASSETS		97,006.74	(194.47)	96,812.27
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital		836.00	-	836.00
(b) Other Equity		39,724.85	80.65	39,805.50
Total Equity		40,560.85	80.65	40,641.50
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
Borrowings	C	29,622.92	(134.55)	29,488.37
Other financial liabilities	J	2,317.67	(194.77)	2,122.91
(b) Provisions		26.69	-	26.69
(c) Other non-current liabilities	F,J	-	79.94	79.94
Total Non-current liabilities		31,967.28	(249.38)	31,717.91
Current Liabilities				
(a) Financial liabilities				
Borrowings		5,585.01	-	5,585.01
Trade payables	k	2,708.63	(177.46)	2,531.17
Other financial liabilities	C	5,901.98	(46.98)	5,854.99
(b) Other current liabilities	F,J	10,263.44	198.71	10,462.15
(c) Provisions		19.54	-	19.54
Total Current Liabilities		24,478.60	(25.73)	24,452.86
Total Liabilities		56,445.88	(275.11)	56,170.77
TOTAL EQUITY AND LIABILITIES		97,006.73	(194.46)	96,812.27

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

IV Effect of Ind AS adoption on Statement of Profit and Loss for the year ended 31st March, 2017

Particulars	Note Reference	As per Previous GAAP	Ind AS adjustments	As per Ind AS
Income				
Revenue from operations	G,J	20,215.53	(37.41)	20,178.12
Other income	B,F	1,581.73	69.71	1,651.44
Total Income		21,797.26	32.30	21,829.56
Expenses				
Cost of materials consumed		5,369.36	-	5,369.36
Changes in inventories of finished goods and work- in -progress		(328.03)	-	(328.03)
Employee Benefits Expense	H	1,925.62	8.50	1,934.12
Finance costs	C,J	1,064.47	184.92	1,249.39
Depreciation and Amortization Expense	D,F	1,446.86	51.74	1,498.60
Other Expenses	B,G,K	7,676.57	(188.17)	7,488.40
Total Expenses		17,154.85	56.99	17,211.84
Profit/(Loss) before Tax		4,642.42	(24.70)	4,617.72
Tax expense				
Current Tax		1,400.00	-	1,400.00
Deferred Tax	L	(514.36)	(8.55)	(522.91)
Profit/(Loss) for the year		3,756.78	(16.15)	3,740.63
Other comprehensive income				
Items that will not be reclassified to profit or loss	H	-	8.50	8.50
Income tax related to items that will not be reclassified to profit or loss	L	-	(2.94)	(2.94)
Total other comprehensive income		-	5.56	5.56
Total comprehensive income for the period		3,756.78	(10.59)	3,746.19

V On account of transition to Ind AS, there is no material adjustment to the Statement of Cash Flows for the year ended 31st March 2017

VI Reconciliation of Equity as at 31st March 2017 and 1st April 2016

Particulars	Note	As at 31 st March, 2017	As at 1 st April, 2016
Equity as per Previous GAAP		40,560.85	36,804.07
Provision for expected credit loss	B	(16.11)	(37.87)
Gain / (loss) on fair valuation of security deposits	J	44.01	70.31
Increase in borrowing cost pursuant to application of effective interest rate method	C	5.91	13.77
Impact of Spares accounting	D	(5.43)	(1.64)
Prior period item	k	94.96	94.96
Deferred tax impact	L	(42.69)	(48.29)
Equity as per Ind AS		40,641.50	36,895.31

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

VII Reconciliation of total comprehensive income for the year ended 31st March, 2017

Particulars	Note	2016-17
Profit /(loss) as per Previous GAAP		3,756.78
Provision for expected credit loss	B	21.76
Increase in borrowing cost pursuant to application of effective interest rate method	C	(7.86)
Impact of Spares accounting	D	(3.79)
Reclassification of net actuarial gain /(loss) on employee defined benefit obligations to OCI	H	(8.50)
Fair valuation of security deposits	J	(26.30)
Deferred tax impact	L	8.55
Profit /(loss) as per Ind AS		3,740.63
Other Comprehensive Income (net of taxes)	J,L	5.56
Total comprehensive income as per Ind AS		3,746.19

VIII Notes to reconciliations:

A Fair valuation of investments

All Investments have been fair valued in accordance with Ind AS 109. Investments are fair valued through profit or loss. Under Previous GAAP the current investments were carried at cost net of diminution in their value as at the Balance Sheet date. The long term investments were carried at cost net of permanent diminution, if any.

B Trade receivables

Under Previous GAAP, the Company had recognised provision on trade receivables based on the expectation of the Company. Under Ind AS, the Company provides loss allowance on receivables based on the Expected Credit Loss (ECL) model which is measured following the "simplified approach" at an amount equal to the lifetime ECL at each reporting date.

C Borrowings

Under Previous GAAP, transaction costs in relation to borrowings were charged to Statement of Profit and Loss in the year when incurred. Under Ind AS, borrowings are recognised at fair value at the inception and subsequently at amortised cost with interest recognised based on effective interest rate method.

D Spares parts

Under Previous GAAP, machinery spares that were specific to the a particular property, plant and equipment (PPE) were capitalised to the cost of the PPE. Replacement of such spares were charged to the Statement of Profit and Loss. Spares other than above, were inventorised on procurement and were charged to Statement of Profit and Loss on consumption. Under Ind AS, all significant spare parts which meet the definition of property, plant and equipment are capitalised as property, plant and equipment and in other cases, the spare part is inventorised on procurement and charged to Statement of Profit and Loss on consumption.

E Land Leases

Under Previous GAAP, agreements in respect of land leases were not part of scope of Accounting Standard 19 – "Leases". Agreement in respect of land leases were classified as lease hold land with reference to the lease period. However, under Ind AS, agreements in respect of land leases are to be classified either as finance lease or operating lease. Accordingly, the Company has classified land leases as finance lease.

F Capital Grant

Under Previous GAAP, Government Grants in respect of Property, Plant and Equipment was reduced from cost of Property, Plant and Equipment. Under Ind AS, Government Grants in respect of Property, Plant and Equipment needs to be presented as deferred income as part of liabilities.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

G Excise Duty

Under previous GAAP, revenue from sale of goods was presented net of the Excise Duty. Under Ind AS, revenue from sale of goods is presented inclusive of Excise Duty. Accordingly, Excise Duty has been presented in the Statement of Profit and Loss as an expense.

H Remeasurement of defined benefit liabilities

Under previous GAAP, the Company recognised remeasurement of defined benefit plans under Statement of Profit or Loss. Under Ind AS, remeasurement of defined benefit plans are recognised in Other Comprehensive Income.

I Investment Property

Pursuant to Ind AS requirements, investment property is presented separately. Under Previous GAAP the same was presented as part of tangible assets. Tangible assets have been now divided into two categories under Ind AS viz. Property, plant and equipment and Investment property.

J Fair valuation of security deposits

Under previous GAAP, interest free security deposit was accounted at cost. Under Ind AS security deposit is recognised at fair value at the inception and subsequently measured at amortised cost.

k Prior period item

Prior period excess provision of ₹ 94.96 lakhs is adjusted in the opening retained earnings as at 1st April, 2016 with corresponding effect in 'Trade Payables'.

L Deferred Tax

Under Previous GAAP, deferred tax accounting was done using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Under Ind AS, accounting of deferred taxes is done using the Balance Sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. Pursuant to Ind AS requirements, credit for Minimum Alternate Tax (MAT) is reclassified as deferred tax assets. Under previous GAAP the same was presented as part of taxes paid.

M The previous year GAAP figures have been reclassified/regrouped to make them comparable with Ind AS presentation.

40 Employee benefits

A Post Employment Benefit Plans:

Defined Contribution Scheme

The company makes contributions towards provident fund to define contribution retirement benefit plan for qualifying employees. The Provident fund contributions are made to Government administered employees' provident fund. Both the employees and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employees salary.

The company has recognised ₹ 55.95 lakhs (31st March, 2017 ₹ 57.86 lakhs, 31st March, 2016 ₹ 45.15 lakhs) for Provident fund contributions in the statement of Profit and Loss.

Defined Benefit Plans

The Company has the following Defined Benefit Plans

Gratuity:

The company makes annual contribution to Ruby Mills Limited Employees' Gratuity Fund managed by HDFC Standard Life Insurance Limited and Bajaj Allianz; a funded defined benefit plan for the qualifying employees. The scheme provides for Payment to vested employees as under:

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

- i. On normal retirement / early retirement /withdrawals/ resignation : As per the provisions of payment of Gratuity Act, 1972 without any vesting period.
- ii. On death in service : As per provisions of Payment of Gratuity Act, 1972 without vesting period.

Movement in net defined benefit (asset)/ liability

Particulars	Gratuity Funded	
	2017-18	2016-17
i Reconciliation of balances of Defined Benefit Obligations.		
Defined Obligations at the beginning of the year	259.47	224.84
Interest Cost	17.13	16.37
Current Service Cost	33.71	29.94
Past Service Cost (Vested Benefits)	43.22	-
Benefits paid	(6.71)	(10.89)
Actuarial (Gains)/ Losses on obligations		
-Changes in financial Assumptions	(11.42)	9.42
-Experience adjustments	(31.07)	(8.81)
-Demographic adjustments	(2.85)	(1.39)
Defined Obligations at the end of the year	301.48	259.48

ii Reconciliation of balances of Fair Value of Plan Assets in respect of Gratuity	2017-18	2016-17
Fair Value at the beginning of the year	280.82	192.27
Interest income (a)	18.56	16.73
Return on Plan Assets, excluding interest income(b)	3.64	7.71
Actual Return on Plan assets (a+b)	22.20	24.45
Contribution by employer	-	75.00
Benefits paid	(6.71)	(10.89)
Fair Value of Plan Assets at the end of the year	296.30	280.83

iii Amount recognised in Balance sheet (I-II)	5.18	(21.35)
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iv Amount recognised in statement of Profit and Loss.	2017-18	2016-17
Current Service Cost	33.71	29.94
Interest Cost	17.13	16.37
Interest income	(18.56)	(16.73)
Past Service Cost (Vested Benefits)	43.22	-
Expenses for the year	75.50	29.58

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

v	Amount recognised in Other Comprehensive Income	2017-18	2016-17
	Remeasurements :		
	Actuarial (Gains)/ Losses		
	-Changes in financial assumptions	(11.42)	9.41
	-Experience adjustments	(31.07)	(8.81)
	-Demographic adjustments	(2.85)	(1.39)
	Return on plan assets excluding net interest cost	(3.64)	(7.71)
	Total	(48.98)	(8.50)

vi	Major Actuarial Assumptions	2017-18	2016-17
	Discount Rate (%)	7.50%	6.69%
	Salary Escalation/ Inflation (%)		
	Staff	5.00%	5.00%
	Worker	4.00%	4.00%
	Expected Return on Plan assets (%)	12.00%	8.00%

The estimates for future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors

The expected return on plan assets is based on market expectation at the beginning of the period, for returns over the entire life of the related obligation

vii	Investment Pattern for Fund	2017-18	2016-17
	Category of Asset		
	Insurer Managed funds	296.30	280.82
	Total	296.30	280.82

For the funded plans, the trust maintains appropriate fund balance considering the analysis of maturities. Projected Unit credit method is adopted for Asset-Liability Matching.

Sensitivity analysis

Sensitivity analysis for significant actuarial assumptions, showing how the defined benefit obligation would be affected, considering increase/decrease of 1% as at 31st March, 2018 is as below:

Particulars	Gratuity - Funded
+ 1% change in rate of Discounting	288.88
- 1% change in rate of Discounting	315.76
+ 1% change in rate of Salary increase/ inflation	313.95
- 1% change in rate of Salary increase/ inflation	290.26

Sensitivity analysis for significant actuarial assumptions, showing how the defined benefit obligation would be affected, considering increase/decrease of 1% as at 31st March, 2017 is as below:

Particulars	Gratuity - Funded
+ 1% change in rate of Discounting	247.42
- 1% change in rate of Discounting	273.15
+ 1% change in rate of Salary increase/ inflation	271.71
- 1% change in rate of Salary increase/ inflation	248.49

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation keeping all other actuarial assumptions constant.

The expected future cash flows as at 31st March 2018 were as follows:

Expected contribution	Gratuity - Funded
Projected benefits payable in future years from the date of reporting	
1st following year	105.99
2nd following year	50.18
3rd following year	32.21
4th following year	40.92
5th following year	24.25
Years 6 to 10	120.25

Other details as at 31st March 2018

Particulars	Gratuity - Funded
Weighted average duration of the Projected Benefit Obligation(in years)	
Staff	3.38
Worker	9.18
Prescribed contribution for next year - ₹ in Lakhs)	33.47

41 Related Party disclosures

A List of related parties and relationships

i Key Managerial Personnel:

a) Executive Directors

Manharlal Shah (Chairman - Emeritus)
Hiren M. Shah (Chairman)
Bharat M. Shah (Managing Director)
Viraj M. Shah (Managing Director)
Purav H. Shah (Whole time Director from 13th December, 2017)

b) Non- Executive Directors

Aruna M. Shah (Non-Executive Director)

c) Other Key Managerial Personnel

Purav H. Shah (Chief Executive Officer)
S. Jayaraman (Chief Financial Officer)
Rishabh V. Shah (Vice President)
Shardul J. Thakey (Independent Director)
Yogen S. Lathia (Independent Director)
Deepak R Shah (Independent Director)
Mehernosh Rusi Currawalla (Independent Director from 28th November, 2017)
Pradip Kapasi (Independent Director from 13th December, 2017)
Dr.Anup Shah (Independent Director up to - 29th August , 2017)

d) Entities Controlled by Key Managerial Personnel

Manubhai & Sons Investment Co. Private Limited
Hiren Bros. Investment Co. Private Limited
M C Shah & Sons Investment Co. Private Limited
Ruby Sales & Services Private Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Disclosure of transactions between the Company and related parties and the status of outstanding balance as on 31st March, 2018

B	Disclosures in respect of transactions/ balances with related parties	Key Managerial Personnel and their relatives		Enterprise on which Key Managerial Personnel has control		Total	
		As at 31 st March, 2018	As at 31 st March, 2017	As at 31 st March, 2018	As at 31 st March, 2017	As at 31 st March, 2018	As at 31 st March, 2017
i	Balance as at year end						
	Shri Manaharlal Shah	1,121.75	1,121.75	-	-	1,121.75	1,121.75
	Smt. Aruna M. Shah (Director)	796.05	758.50	-	-	796.05	758.50
	Shri Hiren M. Shah (Executive Chairman)	812.75	947.25	-	-	812.75	947.25
	Shri Bharat M. Shah (Managing Director)	948.71	584.50	-	-	948.71	584.50
	Shri Viraj M. Shah (Managing Director)	321.50	301.00	-	-	321.50	301.00
	Manubhai & Sons Investment Co. Pvt. Ltd.	-	-	854.30	817.10	854.30	817.10
	Hiren Bros. Investment Co. Pvt. Ltd.	-	-	1,062.80	1,011.00	1,062.80	1,011.00
	M C Shah & Sons Investment Co. Pvt. Ltd.	-	-	1,035.10	1,065.75	1,035.10	1,065.75
	Ruby Sales & Services Pvt. Ltd	-	-	40.00	51.50	40.00	51.50
	Total	4,000.76	3,713.00	2,992.20	2,945.35	6,992.96	6,658.35

ii Transactions during the year

Loans and Advances (Unsecured)							
Loans Received							
	Shri Manaharlal Shah	-	156.00	-	-	-	156.00
	Smt. Aruna M. Shah (Director)	52.65	650.00	-	-	52.65	650.00
	Shri Hiren M. Shah (Executive Chairman)	281.00	505.00	-	-	281.00	505.00
	Shri Bharat M. Shah (Managing Director)	742.71	1,279.00	-	-	742.71	1,279.00
	Shri Viraj M. Shah (Managing Director)	70.10	334.00	-	-	70.10	334.00
	Manubhai & Sons Investment Co. Pvt. Ltd.	-	-	214.70	219.00	214.70	219.00
	Hiren Bros. Investment Co. Pvt. Ltd.	-	-	110.00	255.25	110.00	255.25
	M C Shah & Sons Investment Co. Pvt. Ltd.	-	-	137.65	372.75	137.65	372.75
	Ruby Sales & Services Pvt. Ltd	-	-	1.25	4.75	1.25	4.75
	Total	1,146.46	2,924.00	463.60	851.75	1,610.06	3,775.75

Loans Repaid							
	Shri Manaharlal Shah	-	-	-	-	-	-
	Smt. Aruna M. Shah (Director)	15.10	242.00	-	-	15.10	242.00
	Shri Hiren M. Shah (Executive Chairman)	415.50	377.00	-	-	415.50	377.00
	Shri Bharat M. Shah (Managing Director)	378.50	1,067.00	-	-	378.50	1,067.00
	Shri Viraj M. Shah (Managing Director)	49.60	136.00	-	-	49.60	136.00
	Manubhai & Sons Investment Co. Pvt. Ltd.	-	-	177.50	32.50	177.50	32.50
	Hiren Bros. Investment Co. Pvt. Ltd.	-	-	58.20	32.50	58.20	32.50
	M C Shah & Sons Investment Co. Pvt. Ltd.	-	-	168.30	197.00	168.30	197.00
	Ruby Sales & Services Pvt. Ltd	-	-	12.75	2.15	12.75	2.15
	Total	858.70	1,822.00	416.75	264.15	1,275.45	2,086.15

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Disclosure of transactions between the Company and related parties and the status of outstanding balance as on 31st March, 2018 (Continued)

B	Disclosures in respect of transactions/ balances with related parties	Key Managerial Personnel and their relatives		Enterprise on which Key Managerial Personnel has control		Total	
		As at 31 st March, 2018	As at 31 st March, 2017	As at 31 st March, 2018	As at 31 st March, 2017	As at 31 st March, 2018	As at 31 st March, 2017
	Expenses						
	Rent						
	Shri Bharat M. Shah (Managing Director)	10.20	10.20	-	-	10.20	10.20
	Shri Viraj M. Shah (Managing Director)	10.20	10.20	-	-	10.20	10.20
	Total	20.40	20.40	-	-	20.40	20.40

Interest							
Shri Manaharlal Shah	157.05	128.94	-	-	157.05	128.94	
Smt. Aruna M. Shah (Director)	111.29	69.98	-	-	111.29	69.98	
Shri Hiren M. Shah (Executive Chairman)	143.57	105.63	-	-	143.57	105.63	
Shri Bharat M. Shah (Managing Director)	87.96	86.34	-	-	87.96	86.34	
Shri Viraj M. Shah (Managing Director)	43.91	31.65	-	-	43.91	31.65	
Manubhai & Sons Investment Co. Pvt. Ltd.	-	-	99.20	90.31	99.20	90.31	
Hiren Bros. Investment Co. Pvt. Ltd.	-	-	116.24	112.98	116.24	112.98	
M C Shah & Sons Investment Co. Pvt. Ltd.	-	-	116.55	136.58	116.55	136.58	
Ruby Sales & Services Pvt. Ltd	-	-	4.71	5.93	4.71	5.93	
Total	543.78	422.54	336.69	345.79	880.46	768.33	

Director's Fees							
Smt. Aruna M. Shah	1.32	0.92	-	-	1.32	0.92	
Total	1.32	0.92	-	-	1.32	0.92	

Remuneration of Key Managerial Personnel							
Shri Manaharlal Shah	150.00	150.00		-	150.00	150.00	
Shri Hiren M. Shah	108.00	108.00		-	108.00	108.00	
Shri Bharat M. Shah	108.00	108.00		-	108.00	108.00	
Shri Viraj M. Shah	108.00	108.00		-	108.00	108.00	
Shri Purav H. Shah	67.60	66.95		-	67.60	66.95	
Shri Rishabh V. Shah	29.88	29.88		-	29.88	29.88	
Shri S. Jayaraman	28.07	23.31		-	28.07	23.31	
Total	599.55	594.14		-	599.55	594.14	

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

C Key Managerial Compensation

i For referred in i (a) above

Remuneration	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Short-term employee benefits	306.74	289.57
Post-employment benefits	100.50	61.39
Other long-term benefits	-	-
Termination benefits	-	-
Share based payments	-	-
Others (Including Sitting fees to Non-executive directors)	-	-
	407.23	350.96

ii For referred in i (b) above

Remuneration	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Short-term employee benefits	-	-
Post-employment benefits	-	-
Other long-term benefits	-	-
Termination benefits	-	-
Share based payments	-	-
Others (Including Sitting fees to Non-executive directors)	1.32	0.92
	1.32	0.92

iii For referred in i (c) above

Remuneration	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Short-term employee benefits	98.59	120.14
Post-employment benefits	25.50	14.39
Other long-term benefits	2.86	2.75
Termination benefits	-	-
Share based payments	-	-
Others (Including Sitting fees to Non-executive directors)	10.28	9.14
	137.24	146.41

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

42 Leases

Operating leases

A Leases as lessee

The Company has taken motor cars, guest house and shop under operating leases. These are generally cancellable and range between three and five years and are renewable by mutual consent on mutually agreeable terms.

- i The Company enters into cancellable operating leases in respect of vehicles, guest house and Shop which are cancellable by giving appropriate notices as per respective agreements. Details of the lease rentals recognised in the Statement of Profit and Loss

Particulars	As at 31 st March, 2018	As at 31 st March, 2017
i) Lease Rentals recognized in the Statement of Profit and Loss	73.15	89.73

B Leases as lessor

- i a) The Company enters into cancellable and non-cancellable operating lease arrangement in respect of Premises, Plant and Machinery & Furniture and Fixtures. The details are as follows:

As at 31st March, 2018

Particulars	Buildings	Plant and Equipments	Furnitures and Fixtures
Gross Carrying Amount	3,743.05	1.48	2.84
Accumulated depreciation	357.03	0.60	0.32
Depreciation recognised in statement of P&L	174.25	0.32	0.03

As at 31st March, 2017

Particulars	Buildings	Plant and Equipments	Furnitures and Fixtures
Gross Carrying Amount	3,743.05	1.48	2.84
Accumulated depreciation	182.78	0.28	0.29
Depreciation recognised in statement of P&L	182.78	0.28	0.29

As at 1st April, 2016

Particulars	Buildings	Plant and Equipments	Furnitures and Fixtures
Gross Carrying Amount	3,743.05	1.48	2.84
Accumulated depreciation	-	-	-

- ii Total contingent rent recognised as income in the Statement of Profit and Loss in the FY 2017-18 is ₹ NIL (Previous year ₹ NIL)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

44 Financial instruments

(All amounts in ₹ lakhs, unless otherwise stated)

A Calculation of fair values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values of financial instruments:

- The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

B Fair value measurement hierarchy:

Particulars	As at 31 st March, 2018			As at 31 st March, 2017			As at 1 st April, 2016		
	Carrying amount	Level of input used in		Carrying amount	Level of input used in		Carrying amount	Level of input used in	
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 1	Level 2	Level 3
Financial assets									
At FVTOCI	0.28			0.28					
Investments in equity shares									
At Amortised cost									
Investments in Government securities	-	-	-	-	-	-	-	-	-
Loans	5,113.82								
Trade receivables	1,823.15								
Cash and cash equivalents	805.80								
Bank balances other than above	2,878.13								
Other financial assets	67,052.23								
Financial liabilities									
At Amortised cost									
Borrowings	38,146.36								
Trade payables	2,434.84								
Other Financial liabilities	2,973.42								

The fair value of financial instruments as referred to in note (B) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: Quoted prices for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

iii The future minimum lease payments under Non cancellable leases receivable as at the year ending are as follows:

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Less than one year	3,092.91	3,239.66	2,995.65
Between one and five years	3,154.20	6,247.10	9,154.73
More than five years	-	-	-

Finance Lease

A Leases as lessee

i The Company has finance lease arrangements for various Land leases. The carrying amount of these assets are shown below:

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Gross Carrying Amount	87.69	86.56	19.36
Accumulated depreciation	-	-	-
Depreciation recognised in statement of Profit and Loss	-	-	-

43 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year and are adjusted for the effect of all dilutive potential equity shares.

i Profit attributable to Equity holders of Company

Particulars	As at 31 st March, 2018	As at 31 st March, 2017
Profit attributable to equity holders of the Company for basic and diluted earnings per share	3,516.24	3,740.63

ii Weighted average number of ordinary shares

Particulars	As at 31 st March, 2018	As at 31 st March, 2017
Issued equity shares at 1 st April (In lakhs)	167.20	167.20
Weighted average number of shares at 31 st March for basic and diluted earnings per shares	167.20	167.20

Basic earnings per share (₹)	21.03	22.37
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NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

- iv The following table presents the changes in level 3 items for the periods ended 31st March, 2018 and 31st March, 2017:

Particulars	Unlisted equity securities
As at 1 st April, 2016	0.28
Gains/(losses) recognised in other comprehensive income	-
As at 31st March, 2017	0.28
As at 1 st April, 2017	0.28
Gains/losses recognised in other comprehensive income	-
As at 31st March, 2018	0.28

44. Financial Instruments

C Financial risk management

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

"The key risks and mitigating actions are also placed before the Audit Committee of the Company."

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Interest rate risk

a Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

i Trade and other receivables

Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 21 days credit term for Textile division and for Garment division its range from 60 to 120 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company does not hold collateral as security. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

The following table provides information about the exposure to credit risk and Expected Credit Loss Allowance for trade and other receivables:

Particulars	As at 31 st March, 2018		As at 31 st March, 2017		As at 1 st April, 2016	
	Gross carrying amount	Loss allowance	Gross carrying amount	Loss allowance	Gross carrying amount	Loss allowance
Not due						
0-3 months	1,787.69	18.70	1,329.78	14.12	1,439.26	15.21
3-6 months	24.24	0.61	14.65	0.37	0.91	0.02
6 months to 12 months	23.37	1.17	12.95	0.65	21.87	1.09
beyond 12 months	8.95	0.63	13.97	0.98	307.68	21.54
Total	1,844.25	21.10	1,371.35	16.11	1,769.73	37.87

Movement in the loss allowances in respect of trade and other receivables during the year was as follows.

Particulars	As at 31 st March, 2018	As at 31 st March, 2017
Opening provision	16.11	37.87
Add: Movement during the year	4.99	(21.76)
Closing provision	21.10	16.11

ii Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments in Government securities, inter corporate deposit and due from developer. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

b Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management. The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following are the remaining contractual maturities of financial liabilities at the reporting date. Amounts disclosed are the contractual undiscounted cash flows.

Maturity analysis of significant financial liabilities

Particulars	As at 31 st March, 2018		As at 31 st March, 2017		As at 1 st April, 2016	
	Carrying amount	Contractual cash flows		Carrying amount	Contractual cash flows	
		Upto 1 year	More than 1 year		Upto 1 year	More than 1 year
Non-derivative financial liabilities						
Term loans	27,687.94	4,412.18	23,275.76	31,706.74	5,543.12	26,163.62
Other Loans	3,245.00	-	3,245.00	3,324.75	-	3,324.75
Short term borrowings	6,213.43	6,213.43	-	5,585.01	5,585.01	-
Trade and other payables	2,434.84	2,434.84	-	2,531.17	2,531.17	-
Other current liabilities	654.30	654.30	-	311.87	311.87	-
					6,423.40	28,063.54
					-	3,313.04
					4,510.02	-
					2,789.22	-
					765.52	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

c Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

i Currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Company's exposure is mainly denominated in U.S. dollars (USD). The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

Exposure to currency risk

The currency profile of financial assets and financial liabilities are as below:

Particulars	As at 31 st March, 2018			As at 31 st March, 2018			As at 31 st March, 2018		
	USD	EURO	JPY	USD	EURO	JPY	USD	EURO	JPY
Financial liabilities									
Trade and other payables	-	-	5.31	-	-	-	-	-	-
Net exposure	-	-	5.31	-	-	-	-	-	-

Sensitivity analysis

The following table details the Company's sensitivity to a 25 basis points increase and decrease in the Rupee against the relevant foreign currencies is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the net exposure outstanding on receivables or payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 0.25% change in foreign currency rate. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

Particulars	For the year ended 31 st March, 2018		For the year ended 31 st March, 2017	
	0.25% increase	0.25% decrease	0.25% increase	0.25% decrease
JYP (gain)/Loss	0.01	(0.01)	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

c Market risk

ii Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's approach to managing interest rate risk is to have a judicious mix of borrowed funds with fixed and floating interest rate obligation.

Moreover, the short-term borrowings of the Company do not have a significant fair value or cash flow interest rate risk due to their short tenure.

The Company is also exposed to interest rate risk on its financial assets that includes fixed deposits, since the same are generally for short duration, the Company believes it has manageable risk and achieving satisfactory returns. The Company also has long - term fixed interest bearing assets. However the Company has in place an effective system to manage risk and maximise return.

Exposure to interest rate risk

The Interest rate profile of the Company's interest bearing financial instruments is as follows

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
<u>Fixed-rate instruments</u>			
Financial Assets - measured at amortised cost			
Loan - Intercompany deposit	5,000.00	5,000.00	5,000.00
Fixed Deposits	2,873.16	2,585.54	2,434.46
Total of Fixed Rate Financial Assets	7,873.16	7,585.54	7,434.46
Financial liabilities - measured at amortised cost			
Term loans	-	-	-
Other loans	9,017.91	7,788.85	6,429.99
Total of Fixed Rate Financial Liabilities	9,017.91	7,788.85	6,429.99
<u>Variable-rate instruments</u>			
Financial Assets - measured at amortised cost	-	-	-
Total of Variable Rate Financial Assets	-	-	-
Financial liabilities - measured at amortised cost			
Term loans	27,687.94	31,706.74	34,486.94
Other Loans			
Short term borrowings	1,440.52	1,120.91	1,393.01
Total of Variable Rate Financial Liabilities	29,128.45	32,827.65	35,880.01

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

Interest rate sensitivity

A reasonably possible change of 25 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant. In cases where the related interest rate risk is capitalised to fixed assets, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets. The said calculation is done excluding loans which are taken and utilised for development of property and charged to due from developers which will never impact the income statement of the Company.

Particulars	For the year ended 31 st March, 2018		For the year ended 31 st March, 2017	
	0.25% increase	0.25% decrease	0.25% increase	0.25% decrease
Variable rate loan instruments	(6.65)	6.65	(10.16)	10.16

45 Capital Management:

The Company's objective is to maximize the shareholders' value by maintaining an optimum capital structure. Management monitors the return on capital as well as the debt equity ratio and makes necessary adjustments in the capital structure for the development of the business.

For the purpose of computing debt to equity ratio, equity includes Equity share capital and Other equity and Debt includes Long term borrowings, short term borrowings and current maturities of long term borrowings.

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Total Debt	38,146.36	40,616.50	42,310.00
Total Equity	43,840.29	40,641.50	36,895.31
Debt-Equity ratio	0.87	1.00	1.15

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

46 Segment information

A Basis for segmentation

Management has identified three reportable business segments, namely:

- i Textiles
- ii Real estate

Segments have been identified taking into account the nature of activities and its risks and returns.

The Company's Managing Director, the Chief Operating Decision Maker (CODM) for the Company, periodically reviews the internal management reports and evaluates performance/allocates resources based on the analysis of various performance indicators relating to the segments referred to above.

B Information about reportable segments

Information related to each reportable segment is set out below. Segment profit (loss) after tax is used to measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate in the same industry.

Particulars*	For the year ended 31 st March, 2018			For the year ended 31 st March, 2017		
	Textiles	Real estate	Total	Textiles	Real estate	Total
Revenue						
External Customers	16,840.44	2,883.83	19,724.27	17,311.83	2,866.29	20,178.12
Inter-segment	-	-	-	-	-	-
Total Revenue	16,840.44	2,883.83	19,724.27	17,311.83	2,866.29	20,178.12
Results	1,515.31	2,404.42	3,919.73	2,465.75	2,426.67	4,892.42
	1,515.31	2,404.42	3,919.73	2,465.75	2,426.67	4,892.42
Segment Results						
Unallocated Corporate Expenses						
Operating Profit						
Add:						
a) Interest Income			616.73			628.93
b) Grant of Development Rights			212.96			345.76
c) Dividend			0.27			
Less:						
a) Finance Cost			(1,050.58)			(1,249.39)
d) Income tax (including deferred tax)			(182.88)			(877.09)
Profit / (loss) after tax			3,516.23			3,740.63
Other Information						
Segment assets	14,496.68	4,412.72	18,909.40	15,031.84	4,404.87	19,436.71
Unallocated Corporate Assets			82,921.25			83,986.80
Total Assets	14,496.68	4,412.72	1,01,830.65	15,031.84	4,404.87	1,03,423.51
Segment liabilities	3,140.99	3,224.78	6,365.77	2,819.89	2,967.38	5,787.27
Unallocated Corporate Liabilities			51,624.58			56,994.74
Total Liabilities	3,140.99	3,224.78	57,990.35	2,819.89	2,967.38	62,782.01
Depreciation and amortization	1,373.18	174.25	1,547.43	1,315.82	182.78	1,498.60
Material Non-cash expenses other than depreciation and amortisation						
Capital expenditure	283.21	-	283.21	1,066.16	-	1,066.16

*For the purposes of review by the CODM, information referred to above is measured consistent with the accounting policies applied for preparation of these financial statements.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

C Geographic information

The Company sells its products mainly within India where the conditions prevailing are uniform. Since the sales outside India are below threshold limit, no separate geographical segment disclosure is considered necessary.

All non-current assets in the nature of property, plant and equipment (including capital work in progress) and intangible assets (including those under development) are domiciled in India.

D Information about major customers

No single customer contributed 10% or more to the Company's revenue for the year ended 31st March, 2018 and 31st March, 2017 in case of Textile business and one customer has contributed 94% of the Company's revenue for the year ended 31st March, 2018 and 31st March, 2017 in case of Real estate business.

47 Note on prior period expenses

Excess provision for commission expense of ₹ 94.96 lakhs for the period FY 2014-15 is adjusted in the opening retained earnings as at 1st April, 2016 with corresponding effect in 'Trade payables'.

The effect of the above on basic and diluted EPS is ₹ 0.57 per share of ₹ 5 each.

48 Disclosure in respect of expenditure on Corporate Social Responsibility activities:

Particulars	For the year ended 31 st March, 2018	For the year ended 31 st March, 2017
a. Gross amount required to be spent by the Company during the year	78.12	69.53
b. Amount spent and paid on CSR activities included in the Statement of Profit and Loss for the year	79.25	69.53
Nature of Expenses		
Animal Welfare	25.00	-
Preventive Health Care	11.25	4.75
Contribution to Rural Development Project	-	39.78
Promoting Education	43.00	25.00

49 Contingent liabilities and capital commitment

a. Contingent Liabilities:

Particulars	31 st March, 2018	31 st March, 2017	1 st April, 2016
i) In respect of Income tax matters	977.52	933.87	923.03
ii) Other Matters:			
Excise, service tax and customs matters	276.28	18.53	365.35
FEMA	14.00	-	-
iii) Claim against company under RERA Act	1,050.00	-	-
iv) Claim against the company by ex employees pending in labour court not acknowledged as debt	Not ascertainable	Not ascertainable	Not ascertainable
v) Bank Guarantees (in lieu of cash deposit)	283.06	251.03	288.13

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018

(All amounts in ₹ lakhs, unless otherwise stated)

b. Capital Commitments

	Particulars	31 st March, 2018	31 st March, 2017	1 st April, 2016
i)	Related to Contracts:			
	Estimated amount of contracts remaining to be executed on capital account	450.50	726.82	450.73
	Less: Advances	325.00	525.00	325.00
	Net Estimated Amount	125.50	201.82	125.73
ii)	Other commitments	-	-	-

50 Disclosure as per Section 186(4) of the Companies Act, 2013:

	Particulars	Interest Rate	As at 31 st March, 2018	As at 31 st March, 2017
i	Rohan Developers Private Limited	12%	5,000.00	5,000.00

The ICD was given as at the time, the Company temporarily had surplus funds. Presently, the said ICD is reflected as non-current as not expected to be received within a period of twelve months from the date of the Balance Sheet.

51 In accordance with Ind AS 18 on "Revenue" and Schedule III to the Companies Act, 2013, Sales for the pervious year ended 31st March 2017 and for the period 1st April to 30th June 2017 were reported gross of Excise Duty and net of Value Added Tax (VAT)/Sales Tax. Excise Duty was reported as a separate expenses line item. Consequent to the introduction of Goods and Services Tax (GST) with effect from 1st July 2017, VAT/Sales Tax, Excise Duty etc. have been subsumed into GST and accordingly the same is not recognised as part of Sales as per the requirements of Ind AS 18. This has resulted in lower reported sales in the current year in comparison to the sales reported under the pre-GST structure of indirect taxes. With the change in structure of indirect taxes, expenses are also being reported net of taxes. Accordingly, Financial Statements for the year ended 31st March 2018 and in particular, Sales, absolute expenses, elements of Working Capital (Inventories, Trade payable, other current assets/current liabilities etc.) and ratios in percentage of sales, are not comparable with the figures of the pervious year.

As per our attached report of even date

C N K & ASSOCIATES LLP
Chartered Accountants
ICAI Firm No: 101961W/W-100036

HIMANSHU KISHNADWALA
Partner
Membership No.37391

Place : MUMBAI
Dated : 30th MAY, 2018

For and on behalf of the Board of Directors

HIREN M. SHAH
Executive Chairman
DIN : 00071077

NAINA R. KANAGAT
Company Secretary

S. JAYARAMAN
Chief Financial Officer

BHARAT M SHAH
Managing Director
DIN : 00071248

VIRAJ M SHAH
Managing Director
DIN : 00071616

The Ruby Mills Limited

CIN: L17120MH1917PLC000447

Registered office: Ruby House, J K Sawant Marg, Dadar (W), Mumbai - 400028

Attendance Slip

(To be presented at the entrance)

DP ID Folio No. / Client ID

I/We hereby record my / our presence at the 102nd Annual General Meeting of the Company at Ruby House, J K Sawant Marg, Dadar (W), Mumbai - 400028 on Friday, 28th September, 2018 at 4.30 P.M.

Full name of the Shareholder in Block Letters.....

Folio No.:..... DPID No.:.....

Client ID No.:..... Name of Proxy holder.....

.....
Signature of Proxy holder

.....
Signature of Shareholders

PROXY FORM

**[Pursuant to Section 105(6) of the Companies Act, 2013 Read with Rule 19(3) of the Companies
(Management and Administration) Rules 2014]**

The Ruby Mills Limited

CIN: L17120MH1917PLC000447

Registered office: Ruby House, J K Sawant Marg, Dadar (w), Mumbai - 400028

Name of the Member(s) :

Registered Address :

E-Mail ID : Folio No. / Client ID: DP ID:

I /We being the member(s) of Shares of the above named Company hereby appoint:

1. Name : Address:

..... E-Mail ID : or failing him

2. Name : Address:

..... E-Mail ID : or failing him

3. Name : Address:

..... E-Mail ID : or failing him

As my/ our proxy to attend and vote (on a poll) for me / us and on my/ behalf at the 102nd Annual General Meeting of the Company to be held on Friday, 28th September, 2018 at 4.30 p.m at Ruby House, J K Sawant Marg, Dadar (w), Mumbai – 400 028 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	RESOLUTIONS		
	Ordinary Business	For	Against
1.	Consider and adopt Annual Financial Statements of the Company for the year ended 31st March, 2018 together with Reports of Board of Directors and Auditor's thereon.		
2.	Approval for Declaration of Final Dividend for the Financial Year 2017-18.		
3.	Re-appointment of Smt. Aruna M Shah (DIN 00070999), who retires by rotation and being eligible offer herself for re-appointment as Director.		
	Special Business		
4.	Continuation of term of Smt. Aruna M. Shah as Non-Executive Director due to attainment of age of 75 years		
5.	Ratification of Cost Auditor Remuneration for the Financial year 2018-19		
6.	Appointment of Shri Mehernosh Rusi Currawalla (DIN: 01089742) as Independent Director		
7.	Appointment of Shri Pradip Narottamdas Kapasi (DIN: 01275033) as Independent Director		
8.	Appointment of Shri Purav Hiren Shah (DIN: 00123460) as Executive Director of the Company and fix his remuneration		
9.	Revision in remuneration payable to Shri Hiren Manharlal Shah, Executive Chairman of the Company w.e.f June 1, 2018		
10.	Revision in remuneration payable to Shri Bharat Manharlal Shah, Managing Director of the Company w.e.f June 1, 2018		
11.	Revision in remuneration payable to Shri Viraj Manharlal Shah, Managing Director of the Company w.e.f June 1, 2018		
12.	Re-appointment of Shri Hiren Manharlal Shah (00071077) as the Executive Chairman of the Company and to fix his remuneration		
13.	Re-appointment of Shri Bharat Manharlal Shah (00071248) as the Managing Director of the Company and to fix his remuneration		
14.	Re-appointment of Shri Viraj Manharlal Shah (00071616) as the Managing Director of the Company and to fix his remuneration		

Signed thisday of2018

Signature of the Shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

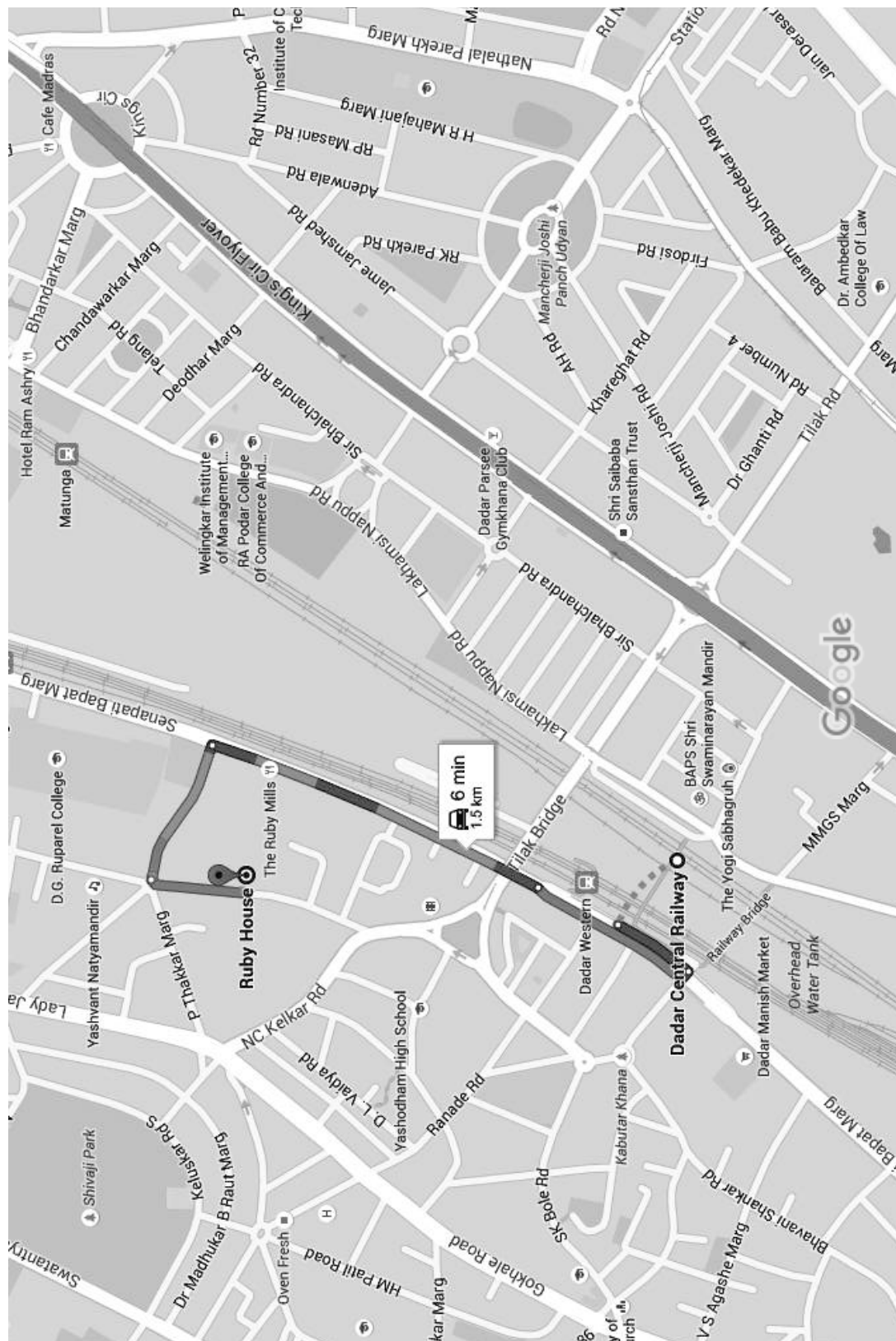
Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ELECTRONIC VOTING PARTICULARS

User ID	PASSWORD
Please refer to Note No.4 (Important Communication to Members) of the Notice	

Dadar Central Railway to Ruby House

ROUTE MAP OF VENUE FOR ANNUAL GENERAL MEETING



OUR FABRIC BRANDS



Ruby is our corporate brand mark, and a name known for quality and innovation in the textile industry in India. Ruby is also the umbrella brand endorsing popular product brands such as Busy Lizzie and Lustrous Venture.



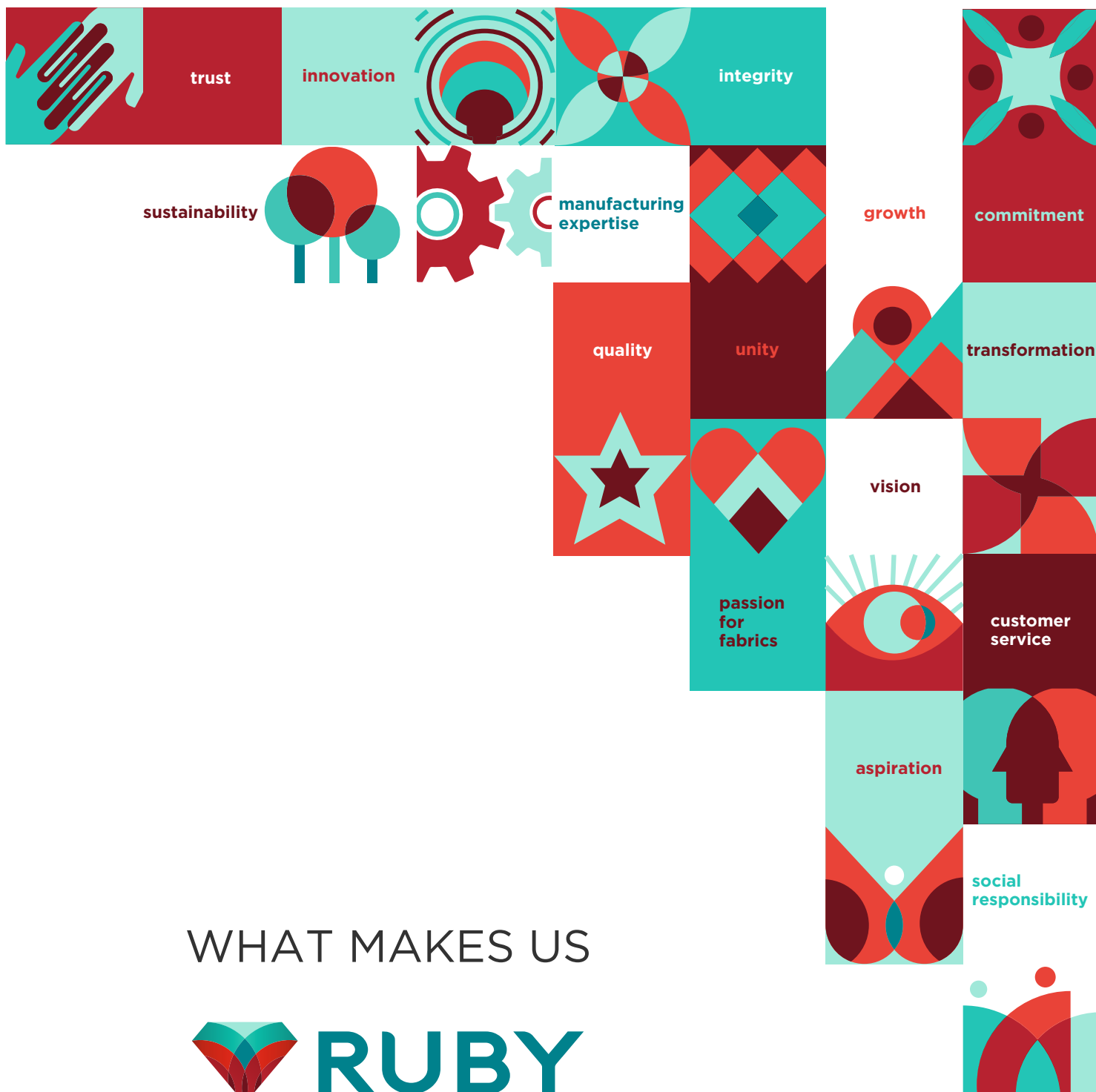
For the discerning consumer, Hitline is the brand that offers the most premium fabrics ever made by us. 100% Gizas, Supimas, 100 Lea x 100 Lea Linens - Hitline is a brand for the people who want the most exquisite fabrics.



Label R is the range of smart fabrics from Ruby in the age of smartphones. Easy to maintain, easy to iron, smartly priced. This brand is intended to for the young, progressive Indian who lives an active life.



Lukas is our range of Comfort Suitings. Mix of mid-range to premium suitings spanning across fibers such as cotton, linen, poly viscose and likes, Lukas offers suitings for everyday use.



WHAT MAKES US



THE RUBY MILLS LIMITED

Registered Office Ruby House, J K Sawant Marg, Dadar West, Mumbai 400028, India | CIN L17120MH1917PLC000447
T (+91 22) 24387800 / 30997800 | E info@rubymills.com | W www.rubymills.com