The Ruby Mills Ltd.

20th September, 2016

The General Manager Capital Market(Listing) National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. Symbol: RUBYMILLS	Dy. General Manager Corporate Relations Department (Listing) The BSE Limited P. J. Towers, 25th Floor, Dalal Street, Fort, Mumbai-400 001. Code: 503169

Dear Sir(s),

Sub: - **Proceeding of the 100th Annual General Meeting held on 19th September, 2016 and outcome of Voting Results pursuant to Regulation 44(3) of the Listing Obligation and Disclosure Requirement (LODR), Regulations 2015.**

Proceedings of the 100th (Hundredth) Annual General Meeting of The Ruby Mills Limited, Shri Hiren M. Shah Chaired the meeting. Directors were introduced by the Chairman of the meeting. With the consent of the shareholders, the notice convening 100th (Hundredth) Annual General Meeting and the Auditors report were taken as read.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Amendment Rules, 2015, the Company had provided electronic voting facility (remote e-Voting) to the Members entitled to cast their vote at the Annual General Meeting (AGM). The remote e-Voting process was carried out by the Company between 16th September, 2016 (from 9.00 a.m.) to 18th September, 2016 (upto 5.00 p.m.) with cut-off date for determining the entitlement for vote of shareholders being 12th September, 2016. The Company had also provided the option of voting through Ballot Papers at the AGM held on 19th September, 2016.

M/s. Vikas R. Chomal & Associates, Company Secretaries in practice, were appointed as a Scrutinizer for the purpose of conducting remote e-voting as well as for votes through Ballot Papers at the AGM in a fair and transparent manner.

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

Post question and answer session, the chairman thanked the members present at the meeting and then concluded the meeting by authorizing CFO to carry out the voting though Ballot. He further informed that the voting results will be made available on the website of the Company and NSDL within 48 hours of the conclusion of the Meeting.

After the conclusion of Annual General Meeting, M/s. Vikas R. Chomal & Associates have submitted their remote e-Voting and Ballot paper Report on 20th September, 2016.

THE RUBY MILLS LTD. MUMBAI

In terms of Regulation 44(3) of the Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015 the Reports of the Scrutinizer dated 20th September, 2016 is enclosed herewith.

All the resolution as set out in the Notice of 100th (Hundredth) Annual General Meeting of the Company have been duly approved by the shareholders with requisite majority. Please take the same on record.

Yours faithfully,

For **The Ruby Mills Limited**

THE RUBY MILLS LTD. MUMBAI

BHARAT MANHARLAL SHAH
Jt. Managing Director
DIN: 00071248
Address: 1-C, Woodland,
67, Dr. G. Deshmukh Marg
Mumbai 400026

Encl.:- As above

Voting results as per Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	19th September, 2016
Total number of Shareholders on record date	6538
No. of Shareholders present in the Meeting either in person or through proxy:- Promoters and Promoter Group: Public: No. of Shareholders attended the Meeting through Video Conferencing:- Promoter and Promoter Group: Public:	92 12 80 Nil Nil Nil



The Ruby Mills Ltd.

Agenda wise disclosure:

1)

Resolution required: Ordinary				To receive, consider and adopt the Financial Statement of the company for the Financial Year ended 31st March 2016, the Report of Directors and Auditors thereon.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (I)	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
Public-Institutions	E-voting	10,739	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (II)	10739	-	0	0	0	0	0
Public-Non-Institutions	E-voting	41,82,541	576	0.01	576	0	100	0
	Poll		3,94,230	9.42	3,94,230	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (III)	41,82,541	3,94,806	9.43	3,94,806	0	100	0
Total (I+II+III)		**1,67,20,000**	**1,29,21,526**	**77.28**	**1,29,21,526**	**0**	**100**	**0**

THE RUBY MILLS LTD. MUMBAI

The Ruby Mills Ltd.

Agenda wise disclosure:

2)

Resolution required: Ordinary				To confirm the payment of interim dividend declared and distributed by the Board of Directors for the Financial Year ended on 31st March, 2016.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (I)	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
Public-Institutions	E-voting	10739	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (II)	10739	0	0	0	0	0	0
Public-Non-Institutions	E-voting	41,82,541	576	0.01	576	0	100	0
	Poll		3,94,230	9.43	3,94,230	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (III)	41,82,541	3,94,806	9.43	3,94,806	0	100	0
Total (I+II+III)		**1,67,20,000**	**1,29,21,526**	**77.28**	**1,29,21,526**	**0**	**100**	**0**

For The Ruby Mills Ltd.

Agenda wise disclosure:

3)

Resolution required: Ordinary				To appoint Director in place of Shri Hiren M. Shah (holding DIN: 00071077), who retires by rotation and being eligible for reappointment, offers himself for re-appointment.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (I)	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
Public-Institutions	E-voting	10739	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (II)	10739	0	0	0	0	0	0
Public-Non-Institutions	E-voting	41,82,541	576	0.01	576	0	100	0
	Poll		3,94,230	9.43	3,94,230	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (III)	41,82,541	3,94,806	9.43	3,94,806	0	100	0
Total (I+II+III)		**1,67,20,000**	**1,29,21,526**	**77.28**	**1,29,21,526**	**0**	**100**	**0**

THE RUBY MILLS LTD. MUMBAI

The Ruby Mills Ltd.

Agenda wise disclosure:

4)

Resolution required: Ordinary				To appoint Statutory Auditors and to determine their remuneration.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (I)	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
Public-Institutions	E-voting	10739	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (II)	10739	0	0	0	0	0	0
Public-Non-Institutions	E-voting	41,82,541	576	0.01	576	0	100	0
	Poll		3,94,230	9.43	3,94,230	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (III)	41,82,541	3,94,806	9.43	3,94,806	0	100	0
Total (I+II+III)		**1,67,20,000**	**1,29,21,526**	**77.28**	**1,29,21,526**	**0**	**100**	**0**

THE RUBY MILLS LTD. MUMBAI

For Ruby Mills Ltd.

Agenda wise disclosure:

5)

Resolution required: Ordinary				Ratification of Cost Auditor's Remuneration.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (I)	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
Public-Institutions	E-voting	10739	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (II)	10739	0	0	0	0	0	0
Public-Non-Institutions	E-voting	41,82,541	576	0.01	566	10	98.26	1.7361
	Poll		3,94,230	9.43	3,94,230	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (III)	41,82,541	3,94,806	9.43	3,94,796	10	100	Negligible
Total (I+II+III)		**1,67,20,000**	**1,29,21,526**	**77.28**	**1,29,21,516**	**10**	**100**	**Negligible**

THE RUBY MILLS LTD. MUMBAI

The Ruby Mills Ltd.

Agenda wise disclosure:

6)

Resolution required: Ordinary				Appointment of Shri Yogen Shivlal Lathia (holding DIN: 00299334), as a Director of the Company				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (I)	1,25,26,720	1,25,26,720	100	1,25,26,720	0	100	0
Public-Institutions	E-voting	10739	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (II)	10739	0	0	0	0	0	0
Public-Non-Institutions	E-voting	41,82,541	576	0.01	576	0	100	0
	Poll		3,94,246	9.43	3,91,222	0	99.23	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total (III)	41,82,541	3,94,822	9.43	3,91,798	0	99.23	0
Total (I+II+III)		**1,67,20,000**	**1,29,21,542**	**77.28**	**1,29,18,518**	**0**	**99.98**	**0**

THE RUBY MILLS LTD.

For The Ruby Mills Ltd.

VIKAS R. CHOMAL & ASSOCIATES
COMPANY SECRETARIES

COMBINED SCRUTINIZER REPORT FOR THE RESULT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF VOTING CONDUCTED AT THE VENUE OF ANNUAL GENERAL MEETING THROUGH BALLOT PAPER

To,

Shri. Hiren M. Shah
Chairman for the Meeting
The Ruby Mills Limited
Ruby House, J. K. Samant Marg,
Dadar, Mumbai- 400028.

Sub: Passing of Resolutions through Remote E-voting and through Ballot Paper at the 100th (Hundredth) Annual General Meeting of The Ruby Mills Limited held on Monday, 19th September, 2016 at 04.30 p.m. (IST) at Ruby House, J. K. Samant Marg, Dadar, Mumbai-400028.

The Board of Directors had appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting through Ballot Paper at the 100th (Hundredth) Annual General Meeting (AGM) of the Company.

The Remote E-voting had commenced on Friday, 16th September, 2016 [at 09.00 a.m. (IST)] till Sunday, 18th September, 2016 [till 5.00 p.m. (IST)]. The Company had availed of the services of National Securities Depository Limited (NSDL), for providing facility of remote e-voting to the Shareholders of the Company.

At the end of the remote e-voting period on 18th September, 2016 at 5.00 p.m. (IST), the voting portal of the service provider was blocked forthwith. The limited information for the Shareholders who cast their votes, such as name, folio and number of shares held was obtained from the NSDL.

At the venue of the AGM, the facility to vote through Ballot Paper was provided to facilitate those Shareholders present at the AGM who could not participate in the remote e-voting process.

After counting of votes conducted at the venue of AGM through Ballot Paper, the remote e-voting results were duly unblocked by me as a scrutinizer on 19th September, 2016 after conclusion of meeting in the presence of two witnesses Ms. Priyanka Patil and Ms. Priyanka Raval. For further details kindly refer my Scrutinizer report dated 20th September, 2016 attached herewith.

Vikas R. Chomal & Associates * Company Secretaries * Mumbai

A/B - 201, 2nd Floor, Manas Bldg., Near Mahajan Wadi, Kharkar Ali, Thane (West) - 400 601.
Contact : 022-2541 0931, 9867811641, 9819811641 • E-mail : vikas@vrca.co.in / csvrca@gmail.com
Website : www.vrca.co.in

At the venue of the AGM,1 (One) Ballot box was kept for the purpose casting of votes which was locked in my presence with due identification mark placed by me. The locked Ballot box was subsequently opened in my presence and in the presence of two witnesses, as mentioned above, and the Ballot Papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by the Registrar and the Share Transfer Agents, M/s. Bigshare Service Private Limited. The Ballot Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Thereafter, I as a scrutinizer duly compiled details of the remote e-voting carried out by the Shareholders and the physical voting done at the venue of the AGM through Ballot Papers.

The Result of the Remote E-voting together with that of voting conducted at the venue of AGM by way of Ballot Paper is as under:

RESOLUTION NO 1 - Ordinary Resolution

To receive, consider and adopt the Financial Statement of the company for the Financial Year ended 31st March 2016, the Report of Directors and Auditors thereon.

Item No.	Remote E-votes (Nos.)	Voting through Ballot Paper at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,25,27,296	3,94,230	1,29,21,526	100	16
Dissent	0	0	0	0	
Total	1,25,27,296	3,94,230	1,29,21,526	100	

RESOLUTION NO 2 - Ordinary Resolution

To confirm the payment of interim dividend declared and distributed by the Board of Directors for the Financial Year ended on 31st March, 2016.

Item No.	Remote E-votes (Nos.)	Voting through Ballot Paper at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,25,27,296	3,94,230	1,29,21,526	100	16
Dissent	0	0	0	0	
Total	1,25,27,296	3,94,230	1,29,21,526	100	



RESOLUTION NO 3 - Ordinary Resolution

To appoint Director in place of Shri Hiren M. Shah (holding DIN: 00071077), who retires by rotation and being eligible for reappointment, offers himself for re-appointment.

Item No.	Remote E-votes (Nos.)	Voting through Ballot Paper at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,25,27,296	3,94,230	1,29,21,526	100	16
Dissent	0	0	0	0	
Total	1,25,27,296	3,94,230	1,29,21,526	100	

RESOLUTION NO 4 - Ordinary Resolution

To appoint Statutory Auditors and to determine their remuneration.

Item No.	Remote E-votes (Nos.)	Voting through Ballot Paper at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,25,27,296	3,94,230	1,29,21,526	100	16
Dissent	0	0	0	0	
Total	1,25,27,296	3,94,230	1,29,21,526	100	

RESOLUTION NO 5 - Ordinary Resolution

Ratification of Cost Auditor's Remuneration.

Item No.	Remote E-votes (Nos.)	Voting through Ballot Paper at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,25,27,286	3,94,230	1,29,21,516	100	16
Dissent	10	0	0	Negligible	
Total	1,25,27,296	3,94,230	1,29,21,526	100	



RESOLUTION NO 6 - Ordinary Resolution

Appointment of Shri Yogen Shivlal Lathia (holding DIN: 00299334), as a Director of the Company.

Item No.	Remote E-votes (Nos.)	Voting through Ballot Paper at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid /abstained Votes (Nos.)
Assent	1,25,27,296	3,91,222	1,29,18,518	99.98	3024
Dissent	0	0	0	0	
Total	1,25,27,296	3,91,222	1,29,18,518	99.98	

The above 6 Resolutions stand passed with requisite majority.

I hereby confirm that I am maintaining the Register received from NSDL electronically in respect of remote e-voting and manually in respect of the votes cast through Ballot Paper by the shareholders of the Company at the venue of AGM. I shall arrange to hand over these records to the Chairman of the AGM or such person to be authorized by him in due course.

Thanking You,
Yours faithfully
For Vikas R. Chomal & Associates,
Company Secretaries

Vikas R. Chomal
(Proprietor)
ACS-24941, CP-12133
Date: 20th September, 2016