



The Ruby Mills Ltd.

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

Ref No. 1995/2011/JA/R-M125

September 29, 2011

To

The General Manager Capital Market(Listing) National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra-Kurla Complex, Bandra (East), Mumbai-400 051	Dy. General Manager Marketing Operations (Listing) The Mumbai Stock Exchange P. J. Towers, 25 th Floor, Dalal Street, Fort, Mumbai-400 023.
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Dear Sirs,

SUB: PARTICULARS /GIST OF THE PROCEEDINGS OF THE 95TH ANNUAL GENERAL MEETING OF THE RUBY MILLS LIMITED HELD ON THURSDAY, THE 29TH SEPTEMBER, 2011 AT 4.30 P.M. AT RUBY HOUSE, J.K. SAWANT MARG, DADAR, MUMBAI - 400028.

The following Resolutions were passed unanimously by the Members of the Company at the 95th Annual General Meeting:

Sr. No	Particulars of Resolution	Ordinary or Special Resolution	Pattern of Voting
1.	Adoption of the audited Balance Sheet of the Company as at 31 st March, 2011, the Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the report of the Director's and Auditor's thereon. "RESOLVED THAT the Audited Balance Sheet as at March 31, 2011 and Profit and Loss Account for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Directors Report, Report of the Auditors thereon as placed before this meeting be and are hereby approved and adopted."	Ordinary	The Resolution was passed unanimously.
2.	Declaration of Dividend of Rs.5.00 per Equity Share i.e. 50% of the face value of Rs 10/- on the fully paid up Equity Shares for the Financial Year ended 31 st March, 2011. "RESOLVED THAT pursuant to the recommendation of Directors, dividend at the rate of 50% i.e. Rs.5/- per Share on 41, 80,000 Equity Shares of Rs. 10/- each of the Company for the year ended on 31 st March, 2011 be and is hereby declared".	Ordinary	The Resolution was passed unanimously.



3	Approval of re-appointment of Shri S J. Thacker, Director of the Company who retires by rotation at this Annual General Meeting and eligible for re-appointment. "RESOLVED THAT Shri S. J. Thacker, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re - appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation."	Ordinary	The Resolution was passed unanimously.
4.	Approval of re-appointment of Shri D. M. Popat, Director of the Company who retires by rotation at this Annual General Meeting and eligible for re-appointment. "RESOLVED THAT Mr. D. M. Popat, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation."	Ordinary	The Resolution was passed unanimously.
5.	Approval of re-appointment of Shri G. C Sharedalal, Director of the Company who retired by rotation at this Annual General Meeting and eligible for re-appointment. "RESOLVED THAT Mr. G. C. Sharedalal, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation."	Ordinary	The Resolution was passed unanimously.
6	Approval of appointment of M/s. B.S. Mehta and Company, Chartered Accountants, Mumbai, the Retiring Auditors as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting. "RESOLVED THAT M/s B. S. Mehta and Company, Chartered Accountants, having ICAI firm Registration No. 106190W and holding valid .peer review certificate be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next (96th) Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors in consultation with the Auditors plus reimbursement of out of pocket expenses."	Ordinary	The Resolution was passed unanimously.



7	Approval for seeking the consent of the Members u/s 293(1) (d) of the Companies Act, 1956 thereby authorizing the Board of Directors of the Company to borrow from time to time, any sum or sums of money for the purpose of Company's business at any time not exceeding Rs.1000 Crores (Rupees One Thousand Crores only) or the aggregate of paid-up share capital of the Company and its free reserves whichever is higher. "RESOLVED THAT in supersession of the resolution passed by the Members of the Company at the Annual General Meeting held on 25th September 2008 and pursuant to the provisions of Section 293 (1) (d) of the Companies Act, 1956 and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money for the purpose of Company's business which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the aggregate of the monies borrowed by the Board and outstanding at any time does not exceed Rs.1000 crores (Rupees One Thousand Crores only) or the aggregate of paid-up share capital of the Company and its free reserves whichever is higher."	Special Business Ordinary Resolution.	The Resolution was passed unanimously
8	Approval of seeking consent of the Members u/s 293(1) (a) of the Companies Act, 1956 thereby authorizing the Board of Directors of the Company for mortgaging and / or charging all the movable and immovable assets and properties of the Company wheresoever situate, both present and future . "RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of provisions of section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 for mortgaging and / or charging all the movable and immovable assets and properties of the Company wheresoever situate, both present and future and of every nature and kind whatsoever and / or creating a floating charge on all or any of the immovable assets / properties of the Company for the purpose of securing any loans, advances, credit facilities, debt instruments etc. taken and / or issued by the Company from time to time."	Special Business Ordinary Resolution	The Resolution was passed unanimously



	"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby further authorised to take necessary action for giving effect to the above Resolution."		
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We kindly request you to take on record, please.

Thanking you

Yours Faithfully

For The Ruby Mills Limited.


(Jayalakshmi Anshuman)
Company Secretary

