



The Ruby Mills Ltd.

Ref. No.958/2014-JS/RM-125

26th September, 2014

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

Sub:- 98th Annual General Meeting held on 24th September, 2014 – Voting Results pursuant to Clause 35A of the Listing Agreement.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-Voting) to the Members entitled to cast their vote at the Annual General Meeting (AGM). The e-Voting process was carried out by the Company between 18th September, 2014 (from 10.00 a.m.) and 20th September, 2014 (upto 5.00 p.m.) with cut-off date for determining the entitlement for vote of shareholders being 22nd August, 2014. The Company had also provided the option of voting through Poll pursuant to Section 109 of the Companies Act, 2013 at the AGM held on 24th September, 2014.

M/s. Dholakia & Associates, Company Secretaries in practice, who were appointed as a Scrutinizer for e-voting as well as Poll, have submitted their e-Voting and Poll Report on 22nd September, 2014 and 25th September, 2014 respectively.

In terms of Clause 35A of the Listing Agreement and the Reports of the Scrutinizer dated 22nd September, 2014 and 25th September, 2014 respectively are enclosed herewith.

All the resolution as set out in the Notice of 98th 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

Pankaj Parkhiya
Company Secretary & Compliance officer

Encl:- As above

VOTING RESULTS OF THE 98TH ANNUAL GENERAL MEETING (AGM)
(Pursuant to Clause 35A of the Listing Agreement)

Date of Annual General Meeting	24th September, 2014
Total number of shareholders on record date (Cut-off date for reckoning the voting rights of the shareholders) i.e. 22nd August, 2014.	5666

No. of Shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoter Group:	14
Public:	46

Details of Agenda:-

Resolution No.1:

Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for the financial year ended 31st March, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01



Resolution No.2:

Approval of final dividend for the financial year ended 31st March, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

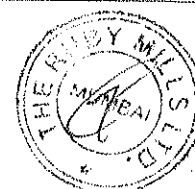
Resolution No.3:

Appoint a director in place of Shri Hiren M. Shah, who retires by rotation and being eligible, seeks re-appointment.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0



Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

Resolution No.4:

Appoint a director in place of Shri Bharat M. Shah, who retires by rotation and being eligible, seeks re-appointment.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

Resolution No.5:

Appoint a director in place of Smt. Aruna M. Shah, who retires by rotation and being eligible, seeks re-appointment.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)



Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

Resolution No.6:

Appoint M/s. B.S. Mehta & Co. as the Statutory Auditors of the Company for F.Y. 2014-2015.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7116	421	80.73	4.78
Total	83,60,000	55,52,575	88.67	55,50,876	421	99.97	0.01



Resolution No.7:

Appointment of Shri M. C. Shah as an Executive Chairman in compliance of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

Resolution No.8:

Appointment of Shri J.D. Masani as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting: (E-voting alongwith poll)



Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7116	421	80.73	4.78
Total	83,60,000	55,52,575	88.67	55,50,876	421	99.97	0.01

Resolution No.9:

Appointment of Shri D.M. Popat as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7116	421	80.73	4.78
Total	83,60,000	55,52,575	88.67	55,50,876	421	99.97	0.01



Resolution No.10:

Appointment of Shri Shardul J. Thacker as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

Resolution No.11:

Appointment of Shri Anup P. Shah as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0



Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

Resolution No.12:

Appointment of Shri Nitin P. Shingala as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Resolution Required: Ordinary Resolution

Mode of Voting: (E-voting alongwith poll)

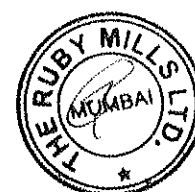
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]* 100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01

Resolution No.13:

Approval for borrowing limits under Section 180(1)(c) of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting: (E-voting alongwith poll)



Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7018	419	79.61	4.75
Total	83,60,000	55,52,575	88.67	55,50,778	419	99.97	0.01

Resolution No.14:

Approval under Section 180(1)(a) of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting: (E-voting alongwith poll)

Promoter/ Public	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	62,63,360	55,43,760	88.51	55,43,760	0	88.51	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	20,96,640	8,815	0.16	7118	419	80.75	4.75
Total	83,60,000	55,52,575	88.67	55,50,878	419	99.97	0.01



Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

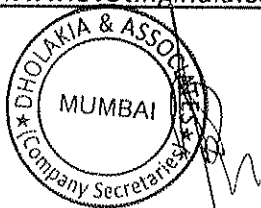
To,

The Chairperson of 98th Annual General Meeting of The Ruby Mills Limited to be held on Wednesday, the 24th September, 2014 at 4.30 p.m. at Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai - 400 028.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Partner of M/s. Dholakia & Associates, Company Secretaries** appointed as a Scrutinizer by the Board of Directors of **The Ruby Mills Limited ("the Company")** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) on the resolutions contained in the Notice of 98th Annual General Meeting of the Company to be held on Wednesday, the 24th September, 2014 at 4.30 p.m., submit my report as under:

1. The e-Voting commenced on September 18, 2014 (10:00 am) and was closed on September 20, 2014 (5.00 pm).
2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Resolution.
3. The e-Voting Result was unblocked at Mumbai from the website of M/s. Central Depository Securities (India) Limited i.e. www.evotingindia.com and the Excel File containing the Result was opened in the presence of Mr. Lalit Shah and Ms. Pooja Niphadkar who are not in the employment of the Company. **(Declaration attached)**
4. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website www.evotingindia.com have been considered valid.



Scrutinizer's Report – e-Voting – The Ruby Mills Limited

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5. The result of the e – Voting is as under :

(a) Item No 1: Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for the financial year ended 31st March, 2014.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
<u>Less:</u> Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

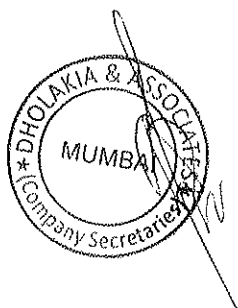
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(b) Item No 2: Approval of final dividend for the financial year ended 31st March, 2014.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

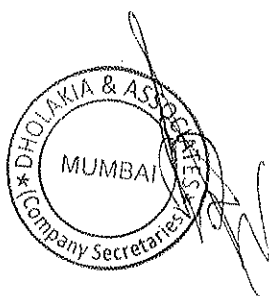
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



- (c) **Item No 3: Appoint a director in place of Shri Hiren M. Shah (DIN 00071077), who retires by rotation and being eligible, seeks re-appointment.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

- (i) Voted in favour of the resolution:

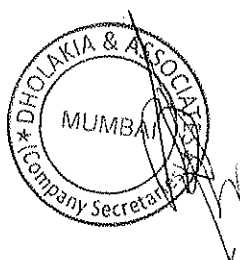
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

- (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(d) Item No 4: Appoint a director in place of Shri Bharat M. Shah (DIN 00071248), who retires by rotation and being eligible, seeks re-appointment.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(e) Item No 5: Appoint a director in place of Smt. Aruna M. Shah (DIN 00070999), who retires by rotation and being eligible, seeks re-appointment.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

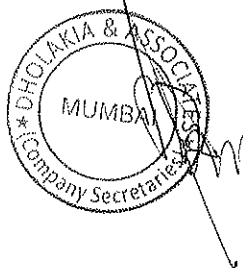
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(f) Item No 6: Appoint M/s. B. S. Mehta & Co. as the Statutory Auditors of the Company for F.Y. 2014-2015.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

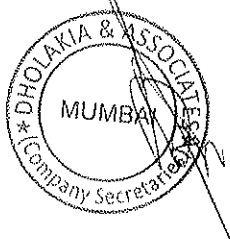
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(g) Item No 7: Appointment of Shri M. C. Shah (DIN 00070771) as an Executive Chairman in compliance of the Companies Act, 2013.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

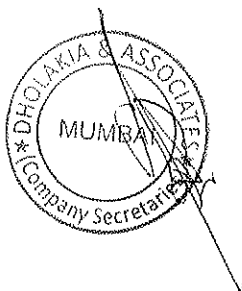
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(h) Item No 8: Appointment of Shri J. D. Masani (DIN 00112622) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

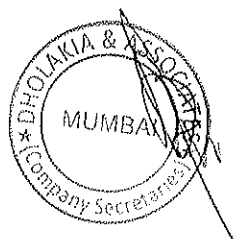
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



- (i) **Item No 9: Appointment of Shri D. M. Popat (DIN 00057345) as Non Rotational Independent Director in compliance of the Companies Act, 2013.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

- (i) Voted in favour of the resolution:

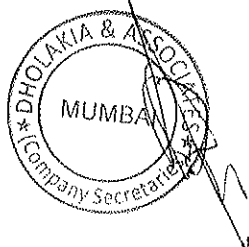
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

- (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(j) Item No 10: Appointment of Shri Shardul J. Thacker (DIN 00153001) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

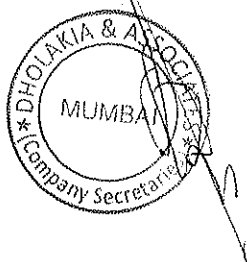
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(k) Item No 11: Appointment of Shri Anup P. Shah (DIN 00293207) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

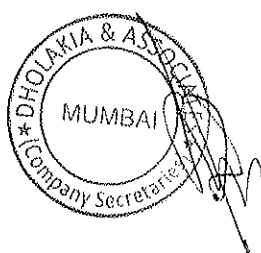
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(I) Item No 12: Appointment of Shri Nitin P. Shingala (DIN 00353710) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

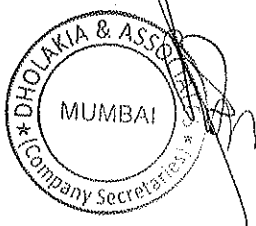
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(m) Item No 13: Approval for borrowing limits under Section 180(1)(c) of the Companies Act, 2013.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

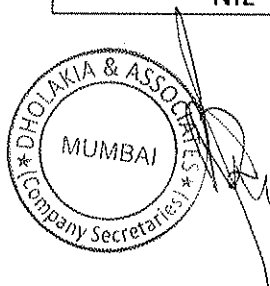
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(n) Item No 14: Approval under Section 180(1)(a) of the Companies Act, 2013.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	25	19,62,440
Less: Total Number of Invalid Votes (Refer Point No. 4)	NIL	NIL
Total Number of Valid Votes	25	19,62,440

(i) Voted in favour of the resolution:

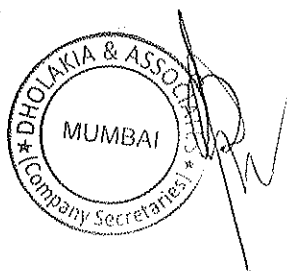
Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
25	19,62,440	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



5. You may accordingly declare the result of the e-Voting.
6. The Register of e-Voting and all other papers relating to e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(3)(xiii) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



CS Bhumitra V. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai

Date : 22nd September, 2014

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Shri M.C. Shah

Chairperson for the 98th Annual General Meeting of the Equity Shareholders of **The Ruby Limited** held on Wednesday, the 24th September, 2014 at 4.30 p.m. at **Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-400 028.**

Dear Sir,

I, **CS Bhumitra V. Dholakia**, appointed as Scrutinizer by you for the purpose of the Poll taken on the below mentioned Resolutions, at the 98th Annual General Meeting of the Equity Shareholders of **The Ruby Mills Limited ("the Company")** held on Wednesday, the 24th September, 2014 at 4.30 p.m. at **Ruby House, J.K Sawant Marg, Dadar (W), Mumbai-400 028**, submit my Report as under:

1. After the time fixed for the Poll by the Chairperson, One (1) empty Ballot Box kept for Polling was locked in my presence and Members who were present.
2. The locked Ballot Box was subsequently opened in my presence and in the presence of 2 (Two) Witnesses (**Declaration attached**). The Poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Bigshare Services Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
3. The Poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under :

Resolution:

(a) Item No 1: Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for the financial year ended 31st March, 2014.

(i) Voted in favour of the Resolution:

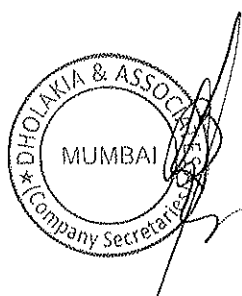
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(b) Item No 2: Approval of final dividend for the financial year ended 31st March, 2014.**(i) Voted in favour of the Resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(c) Item No 3: Appoint a director in place of Shri Hiren M. Shah (DIN 00071077), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in favour of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(d) Item No 4: Appoint a director in place of Shri Bharat M. Shah (DIN 00071248), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in favour of the Resolution:

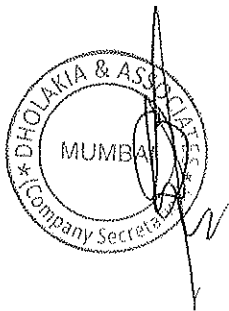
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(e) Item No 5: Appoint a director in place of Smt. Aruna M. Shah (DIN 00070999), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in favour of the Resolution:

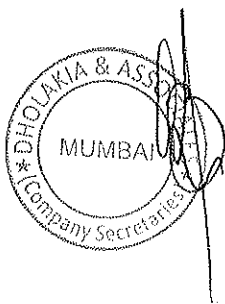
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(f) Item No 6: Appoint M/s. B. S. Mehta & Co. as the Statutory Auditors of the Company for F.Y. 2014-2015.

(i) Voted in favour of the Resolution:

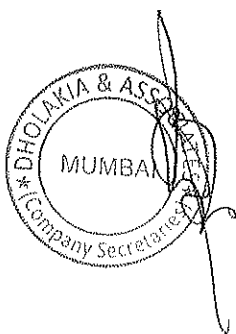
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
16	35,88,436	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	421	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(g) Item No 7: Appointment of Shri M. C. Shah (DIN 00070771) as an Executive Chairman in compliance of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

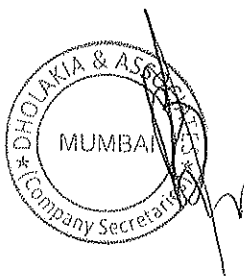
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(h) Item No 8: Appointment of Shri J. D. Masani (DIN 00112622) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

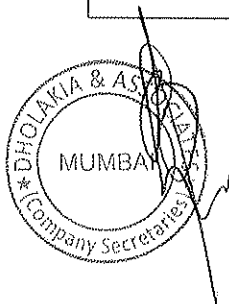
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
16	35,88,436	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	421	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(i) Item No 9: Appointment of Shri D. M. Popat (DIN 00057345) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

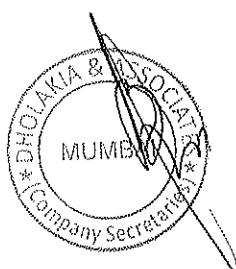
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
16	35,88,436	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	421	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(j) Item No 10: Appointment of Shri Shardul J. Thacker (DIN 00153001) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(k) Item No 11: Appointment of Shri Anup P. Shah (DIN 00293207) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

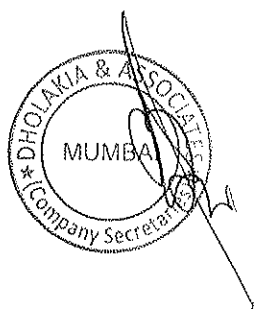
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(I) Item No 12: Appointment of Shri Nitin P. Shingala (DIN 00353710) as Non Rotational Independent Director in compliance of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

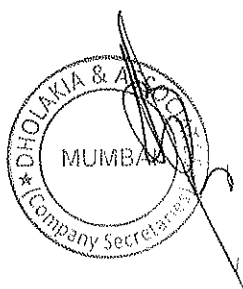
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04



(m) Item No 13: Approval for borrowing limits under Section 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

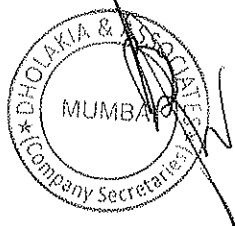
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
16	35,88,338	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
3	1,378	0.04



(n) Item No 14: Approval under Section 180(1)(a) of the Companies Act, 2013..**(i) Voted in favour of the Resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	35,88,438	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	419	0.01

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	1,278	0.04

5. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the Resolution is enclosed.
6. The aforesaid Poll Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
7. The Poll papers and all other relevant records were sealed and handed over to Mr. Pankaj Parkhiya, Company Secretary of the Company authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai

Date: 25th September, 2014



CS Bhumitra V. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
C.P. No. 507

ANNEXURE**A. BASIS OF ACCEPTANCE**

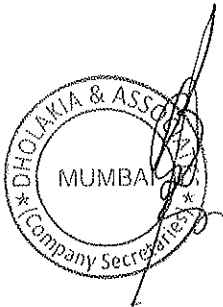
1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
2. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

B. BASIS OF REJECTION

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.



7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as a Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.



C. REPORT FOR INVALID POLL PAPERS.**i. For Resolutions No.1:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

ii. For Resolution No. 2:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278



iii. For Resolution No. 3:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

iv. For Resolution No. 4:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278



v. For Resolution No. 5:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

vi. For Resolution No. 6:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278



vii. For Resolution No. 7:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

viii. For Resolution No. 8:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

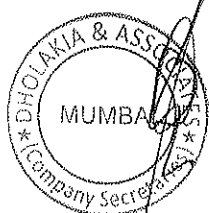


ix. For Resolution No. 9:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

x. For Resolution No. 10:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

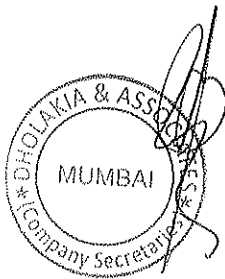


xi. For Resolution No. 11:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

xii. For Resolution No. 12:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278



xiii. For Resolution No. 13:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	100
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		3	1,378

xiv. For Resolution No. 14:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	1	1,100
3.	Not signed	1	178
TOTAL		2	1,278

Thanking you,

Yours faithfully,

Place: Mumbai

Date: 25th September, 2014



CS Bhumitra V. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
C.P. No. 507