



**Date: 29th November 2024**

The General Manager Capital Market (Listing) National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra-Kurla Complex, Bandra (East), Mumbai-400 051  <b>Symbol: RUBYMILLS</b>	Dy. General Manager Marketing Operations (Listing) The BSE P. J. Towers, 25th Floor, Dalal Street, Fort, Mumbai-400 001  <b>Code: 503169</b>
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**Subject: Submission of Voting Results along with Scrutinizers Report for the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir/Madam,

This is to inform you that in accordance with the provisions of Section 110 of the Companies Act, 2013 read with rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company had provided remote e-voting facility to its shareholders on resolutions set out in the Postal Ballot Notice for their approval.

The Board had appointed Mr. Saurabh Agarwal (Certificate of Practice No.20907), failing him, Mr. Omkar Dindorkar (Certificate of Practice No. 43029), Partner of M/s MMJB & Associates, Practicing Company Secretaries as Scrutinizers for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner. As per the Scrutinizer's Report, the Shareholders of the Company have approved the Resolutions as mentioned in the Postal Ballot Notice dated September 20, 2024

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, enclosed herewith consolidated voting results of the Postal ballot in the format as prescribed along with the Scrutinizer Report.

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company viz. [www.rubymills.com](http://www.rubymills.com) .

Kindly take the same on your records.

Thanking You  
Yours Faithfully

For **THE RUBY MILLS LIMITED**

**Anuradha Tendulkar**  
**Company Secretary and Compliance Officer**

**THE RUBY MILLS LIMITED**

Registered Office Ruby House, J K Sawant Marg, Dadar West, Mumbai 400028, India | CIN L17120MH1917PLC000447

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# *MMJB & Associates LLP*

## Company Secretaries

803-804, 8<sup>th</sup> Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600  
LLPIN: AAR-9997

### **Report of Scrutinizer for Voting on Postal Ballot through Remote e-voting**

To,  
**Mr. Hiren Manharlal Shah**  
**Chairman**  
**The Ruby Mills Limited ("the Company")**  
Ruby House, J. K. Samant Marg,  
Dadar, Mumbai- 400028, Maharashtra

### **Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Saurabh Agarwal (Membership No. F9290, COP: 20907), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company on September 20, 2024, for scrutiny of the votes casted through electronic means for the postal ballot process in respect of the resolution as set out in the Postal Ballot Notice dated September 20, 2024 ("Notice").
- B. Member's approvals were sought for approving the following special businesses i.e.,
- i. Appointment of Deepak R Shah (DIN: 06954206) as a Non-Executive Non-Independent Director of the Company;
  - ii. Appointment of Gurudas Vishwas Aras (DIN: 02187903) as Non-Executive Independent Director; and
  - iii. To approve the payment of Commission to Non-Executive Directors of the Company.
- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out in the Notice was placed for approval of the members of the Company through remote e-voting only. The Company has confirmed that the electronic copy of the Notice and the explanatory statement along with the procedure for remote e-voting in terms of the MCA Circulars were sent to those members on October 28, 2024 whose e-mail addresses were registered with the Company/Depository Participant(s) and whose name(s)

appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, October 25, 2024 (“cut-off date”).

- D. The Company had appointed National Securities Depository Limited (“NSDL”) for providing remote e-voting facility to the members of the Company.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA Circulars.
- F. The remote e-voting period commenced on Tuesday, October 29, 2024, at 9.00 A.M (IST) and ends on Wednesday, November 27, 2024, at 5.00 P.M (IST).
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Wednesday, November 27, 2024 at 5.00 P.M IST, the remote e-voting module was thereafter disabled for voting by NSDL. The remote e-voting summary statement was thereafter downloaded from e-voting website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- H. The Register, in accordance with Rules 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- I. On the basis of the votes exercised by the shareholders of the Company through remote e-Voting, I have issued this Scrutinizer’s Report dated November 28, 2024.

Results of the Postal Ballot through remote e-voting are as under:

**Resolution Item No. 1: Ordinary Resolution**

Appointment of Deepak R Shah (DIN: 06954206) as a Non-Executive Non -Independent Director of the Company:

Sr. No.	Category	Mode of voting	Total no. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	2,50,47,640	2,30,67,760	92.0955	2,30,67,760	0	100.0000	0.0000
2.	Public Institutions		2,582	0	0.0000	0	0	0.0000	0.0000
3.	Public Non-Institutions		83,89,778	60,467	0.7207	49,697	10,770	82.1886	17.8114
<b>Total</b>			<b>3,34,40,000</b>	<b>2,31,28,227</b>	<b>69.1634</b>	<b>2,31,17,457</b>	<b>10,770</b>	<b>99.9534</b>	<b>0.0466</b>

**Resolution Item No. 2: Special Resolution**

Appointment of Gurudas Vishwas Aras (DIN: 02187903) as a Non-Executive Independent Director of the Company:

Sr. No.	Category	Mode of voting	Total no. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	2,50,47,640	2,30,67,760	92.0955	2,30,67,760	0	100.0000	0.0000
2.	Public Institutions		2,582	0	0.0000	0	0	0.0000	0.0000
3.	Public Non-Institutions		83,89,778	60,457	0.7206	55,687	4,770	92.1101	7.8899
<b>Total</b>			<b>3,34,40,000</b>	<b>2,31,28,217</b>	<b>69.1633</b>	<b>2,31,23,447</b>	<b>4,770</b>	<b>99.9794</b>	<b>0.0206</b>

**Resolution Item No. 3: Special Resolution**

To approve the payment of Commission to Non-Executive Directors of the Company:

Sr. No.	Category	Mode of voting	Total no. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
1.	Promoter and Promoter Group	Remote e-voting through Postal Ballot	2,50,47,640	2,30,67,760	92.0955	2,30,67,760	0	100.0000	0.0000
2.	Public Institutions		2,582	0	0.0000	0	0	0.0000	0.0000
3.	Public Non-Institutions		83,89,778	60,457	0.7206	16,613	43,844	27.4790	72.5210
<b>Total</b>			<b>3,34,40,000</b>	<b>2,31,28,217</b>	<b>69.1633</b>	<b>2,30,84,373</b>	<b>43,844</b>	<b>99.8104</b>	<b>0.1896</b>

**It is to be noted that:**

1. Voting rights on the shares transferred to Investor Education and Protection Fund are frozen.
2. There were no invalid votes cast and abstained votes on the above resolutions.
3. The aforesaid resolutions were passed by the members of the Company with requisite majority.
4. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period a notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated August 24, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024) have been restricted as provided in the said Circular.

Thanking you,

Yours faithfully,

**For MMJB & Associates LLP  
Company Secretaries**

SAURABH  
SANJAY  
AGARWAL

Digitally signed by  
SAURABH SANJAY  
AGARWAL  
Date: 2024.11.28  
18:59:13 +05'30'

**Saurabh Agarwal**  
**Designated Partner**  
**FCS No.: 9290**  
**CP No.: 20907**  
**UDIN: F009290F003035115**  
**Date: November 28, 2024**  
**Place: Mumbai**

**For The Ruby Mills Limited**

HIREN  
MANHAR  
LAL SHAH

Digitally signed by  
HIREN  
MANHARLAL SHAH  
Date: 2024.11.28  
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**Hiren Manharlal Shah**  
**Chairman**  
**DIN: 00071077**  
**Date: November 28, 2024**  
**Place: Mumbai**