

**Date: 23<sup>rd</sup> September, 2024**

<b>To, 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</b>	<b>To, Dy. General Manager Marketing Operations (Listing) The BSE P. J. Towers, 25th Floor, Dalal Street, Fort, Mumbai-400 001 Code: 503169</b>
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Dear Sir(s),

**Sub: Submission of Voting Results along with Scrutinisers Report for the 108<sup>th</sup> Annual General Meeting under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided electronic voting facility ("remote e-voting") and facility to vote electronically during Annual General Meeting (AGM) to its Members on resolutions set out in the Notice of the 108<sup>th</sup> Annual General Meeting ('AGM') of the Company which was duly convened on 20<sup>th</sup> September, 2024 at 4:30 P.M. (IST) through Video Conference/ Other Audio Visual Means in compliance with the applicable provisions of the Companies Act, 2013 and the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results and Consolidated Report of the Scrutinizers, dated 21<sup>st</sup> September, 2024 on remote e-voting and e-voting at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

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). The AGM was concluded at 4:47 P.M. (IST).

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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**VOTING RESULTS IN TERMS OF REGULATION 44(3) OF THE SEBI LISTING REGULATIONS IN RELATION TO 108TH ANNUAL GENERAL MEETING OF 'THE RUBY MILLS LIMITED' HELD ON FRIDAY, 20TH SEPTEMBER 2024**

Date of AGM	September 20, 2024
<b>Total number of shareholders on record date (i.e., as on Friday, September 13, 2024)</b>	13,851
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	06
Public	44

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of the Board of Directors and Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non- Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,114	30,050	57.1718	42.8282
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>

**Resolution Item No. 2 - Ordinary Resolution:**

To declare the final dividend of Rs. 1.75 (35%) per fully paid-up Equity Shares having face value Rs. 5 for the Financial Year ended 31<sup>st</sup> March, 2024.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non- Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,114	30,050	57.1718	42.8282
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>

**Resolution Item No. 3 - Ordinary Resolution:**

To appoint a director in place of Shri Purav Hiren Shah (DIN - 00123460) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Sr. No	Promoter/ Public	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	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non-Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,074	30,090	57.1148	42.8852
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>

**Resolution Item No. 4 - Ordinary Resolution:**

Ratification of Cost Auditor Remuneration.

Sr. No	Promoter/ Public	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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non-Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,074	30,090	57.1148	42.8852
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>

For The Ruby Mills Limited

Anuradha Tendulkar (Company Secretary and Compliance Officer)

# *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

### Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

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

**Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 108<sup>th</sup> AGM of the shareholders of the Company, held on Friday, September 20, 2024 at 04:30 P.M. (IST) through video conferencing ("VC") /other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")**

- A. I, Saurabh Agarwal, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on August 12, 2024 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic Voting at the AGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Friday, September 20, 2024 at 04.30 P.M.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice convening the 108<sup>th</sup> AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with the General Circular No. 09/2023 dated September 25, 2023, other circulars issued by the Ministry of Corporate Affairs from time to time and Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India ("SEBI")("the Circulars") and applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

The Company completed dispatch of Notice along with explanatory statement on Thursday, August 29, 2024, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on August 23, 2024.

- C. The Company had appointed National Securities Depository Limited (“NSDL”) for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, September 17, 2024 at 9.00 a.m. (IST) and ended on Thursday, September 19, 2024 at 5.00 p.m. (IST) and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer’s Report dated September 21, 2024.
- F. The Register, in accordance with Rule 20(4)(xiv) 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.

<b>Date of AGM</b>	September 20, 2024
<b>Total number of shareholders on record date (i.e., as on Friday, September 13, 2024)</b>	13,851
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	06
Public	44



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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of the Board of Directors and Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
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1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non- Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,114	30,050	57.1718	42.8282
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>

**Resolution Item No. 2 - Ordinary Resolution:**

To declare the final dividend of Rs. 1.75 (35%) per fully paid-up Equity Shares having face value Rs. 5 for the Financial Year ended 31<sup>st</sup> March, 2024.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
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1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non- Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,114	30,050	57.1718	42.8282
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,602</b>	<b>30,050</b>	<b>82.8923</b>	<b>17.1077</b>

**Resolution Item No. 3 - Ordinary Resolution:**

To appoint a director in place of Shri Purav Hiren Shah (DIN - 00123460) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non- Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,074	30,090	57.1148	42.8852
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>

**Resolution Item No. 4 - Ordinary Resolution:**

Ratification of Cost Auditor Remuneration.

Sr. No	Promoter/ Public	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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Public - Institutional holders	Remote E-Voting	831	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
3.	Public-Non-Institutional	Remote E-Voting	83,91,529	70,164	0.8361	40,074	30,090	57.1148	42.8852
		E-Voting at AGM		1,05,488	1.2571	1,05,488	0	100.0000	0.0000
		<b>Total</b>		<b>1,75,652</b>	<b>2.0932</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>1,75,652</b>	<b>0.5253</b>	<b>1,45,562</b>	<b>30,090</b>	<b>82.8695</b>	<b>17.1305</b>

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

**It is to be noted that:**

1. The votes cast does not include abstained votes.
2. There were no invalid votes in the total votes cast on all the resolutions.
3. All the aforesaid resolutions were passed 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 as 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** Digitally signed by  
SAURABH SANJAY  
**SANJAY** AGARWAL  
Date: 2024.09.21  
**AGARWAL** 19:12:02 +05'30'

**Saurabh Agarwal**  
**Designated Partner**  
**FCS No.:** 9290  
**CP No.:** 20907  
**UDIN:** F009290F001280296  
**Date:** September 21, 2024  
**Place:** Mumbai

**For The Ruby Mills Limited**

**Hiren Manharlal Shah**  
**Chairman**  
**DIN:** 00071077  
**Date:** September 21, 2024  
**Place:** Mumbai