



Date: 28th October, 2024

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	To, Dy. General Manager Marketing Operations (Listing) The Bombay Stock Exchange Ltd. P. J. Towers, 25th Floor, Dalal Street, Fort, Mumbai-400 001 Code: 503169
---	--

Subject: Intimation pursuant to Regulation 30 and 46 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

In accordance with the Regulation 30 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated 20th September 2024 (including instructions for e-voting) seeking approval of Members through remote e-voting only (Voting through Electronic means) for the following items:

Sr.	Particulars	Resolution
1	Appointment of Deepak Shah as Non-Independent Director (DIN: 06954206)	Ordinary
2	Appointment of Gurudas Vishwas Aras as an Independent Director (DIN: 02187903)	Special
3	To approve the payment of remuneration to Non-Executive Directors of the Company.	Special

The voting period begins on 9:00 a.m. IST on Tuesday, 29th October 2024 and ends on 5:00 p.m. IST on Wednesday 27th November 2024.

The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday 25th October 2024, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders to cast their votes electronically.

The above mentioned notice is also available at the website of the Company at www.rubymills.com.

Thanking You

Yours Faithfully

For THE RUBY MILLS LIMITED

Anuradha Tendulkar
Company Secretary and Compliance Officer

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following resolutions:

Sr. No	Particulars	Resolution
1	Appointment of Deepak Shah as Non-Independent Director (DIN: 06954206)	Ordinary
2	Appointment of Gurudas Vishwas Aras as an Independent Director (DIN: 02187903)	Special
3	To approve the payment of remuneration to Non-Executive Directors of the Company.	Special

An explanatory Statement pursuant to provisions of Section 102 and 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and reasons thereof, form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation, 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company/Depository Participant (“DP”).

The Board of Directors (“Board”) of the Company, in its meeting held on Friday, September 20, 2024, has appointed Mr. Saurabh Agarwal (COP No. 20907) and failing him Mr. Omkar Dindorkar (COP No: 24580) partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries Firm as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided remote e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting. The instructions for e-voting are appended to this

Postal Ballot Notice under the head ‘Instructions for e-voting’, which the members are requested to read carefully.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9:00 a.m. IST on Tuesday, 29 th October, 2024
Conclusion of e-voting period	5:00 p.m. IST on Wednesday 27 th November, 2024
Cut-off date for eligibility to vote	Friday, 25 th October, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Wednesday 27th November 2024 and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on 29th November 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 27th November 2024 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Resolution No. 1:

APPOINTMENT OF DEEPAK R SHAH (DIN: 06954206) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”), and any other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Articles of Association of the Company and such other approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Deepak R Shah (DIN: 06954206), who was appointed as an Director in the category of Non-Executive, Non-Independent Director of the Company effective from 20th September, 2024 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company for a period of 3 (Three) consecutive years commencing from 20th September, 2024 up to 19th September, 2027 (both days inclusive) and his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper

or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

Resolution No. 2:

APPOINTMENT OF GURUDAS VISHWAS ARAS (DIN: 02187903) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV, and any other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”), and any other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Articles of Association of the Company and such other approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Gurudas Vishwas Aras (DIN: 02187903), who was appointed as an Additional Director in the category of Non-Executive, Independent Director of the Company effective from 20th September, 2024 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive-Independent Director of the Company for a period of 5 (five) consecutive years commencing from 20th September, 2024 up to 19th September, 2029 (both days inclusive) and his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

Resolution No.3

TO APPROVE THE PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

and in this regard to consider and if thought fit, to pass the following resolution as an **Special Resolution**

RESOLVED THAT pursuant to Section 197, 198 read with the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to pay remuneration upto Rs. 25,00,000 (Rupees Twenty-Five Lacs) to each non-executive director including independent directors of the Company in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company during the period of three financial years commencing from April 1, 2024 till March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to decide the manner of payment of remuneration and other benefits, to do all such acts, deeds, matters and



things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Registered office:
Ruby House, J. K. Sawant Marg,
Dadar (W), Mumbai-28

Website: www.rubymills.com
Email: info@rubymills.com
Place: Mumbai
Date: September 20, 2024

By Order of the Board of Directors
For **The Ruby Mills Limited**

Sd/-
Hiren M Shah
Executive Chairman
DIN:00071077

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) and Section 110 of the Act, as amended read with Regulation 36 and 44 of the SEBI Listing Regulations, and SS-2, which sets out material facts and details relating to the proposed resolutions mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Notice.
2. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with the Rules and the MCA Circulars, this Postal Ballot Notice of the Bank is being sent only through email and has extended only the remote e-voting facility for its Members, to enable them to cast their votes through remote e-voting electronically instead of submitting the Postal Ballot form. The instructions for remote e-voting are appended to this Notice of Postal Ballot.
3. In compliance with the applicable regulatory requirements, this Postal Ballot Notice is being sent only by electronic mode to those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. 25th October 2024 and whose e-mail addresses are registered with the Company / Depositories. Please also note that those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.rubymills.com , websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
5. In accordance with the applicable regulatory requirements, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote e-voting only. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
6. The voting rights of members shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on 25th October 2024, being the cut-off date fixed for the purpose.
7. The voting through electronic means will commence on Tuesday, 29th October 2024 at 09:00 A.M. (IST) and will end on Wednesday 27th November, 2024 at 05:00 P.M. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 27th November 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
9. A Member cannot exercise his/her vote by proxy on Postal Ballot.

DETAILS OF SCRUTINIZER AND VOTING RESULTS

10. The Company has appointed Mr. Saurabh Agarwal (Certificate of Practice No. 20907) and failing him Mr. Omkar Dindorkar (COP No: 24580) partners of M/s. MMJB & Associates LLP Practicing Company Secretaries Firm as scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner. They have given their consent for such an appointment.
11. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him after the completion of scrutiny of remote e-voting and the results of voting by postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before 29th November 2024 and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”) and the Registrar and Share Transfer Agent (RTA) and will also be displayed on the Company’s website www.rubymills.com and on the website of NSDL www.evoting.nsdl.com.
12. Non-individual Members (i.e. Institutional/Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Company and the Scrutinizer at scrutinisers@mmjc.in with a copy marked to cs@rubymills.com.
13. The relevant documents referred to in the Notice and the explanatory statement shall be made available for inspection electronically without any fees from the date of circulation of this notice till the period of conclusion of the remote e-voting. Members seeking to inspect these documents can send an e-mail to cs@rubymills.com mentioning their name, client ID, DP ID until the last date of the conclusion of the remote e-voting.
14. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Hiren M Shah, Executive Chairman at Email: info@rubymills.com or for any query/grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to NSDL at email id: evoting@nsdl.co.in. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Member.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular dated 11 July 2023 issued by SEBI on remote e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolutions set-forth in this Notice of Postal Ballot, through remote e-voting only.

I. Information relating to remote e-voting:

- i. Commencement of remote evoting:
- ii. End of remote evoting:
- iii. The remote e-voting will not be allowed before or beyond the aforesaid date and time and the remote e-voting module shall be disabled by NDSL upon expiry of the aforesaid period.
- iv. Voting rights through e-voting cannot be exercised by a proxy.
- v. Instructions relating to remote e-voting:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: http://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
---	--

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<p>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</p>	<p>Your User ID is:</p>
--	--------------------------------

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@rubymills.com .

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@rubymills.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Resolution No.: 1

APPOINTMENT OF Shri. DEEPAK R SHAH (DIN: 06954206) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on 20th September, 2024, upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (“Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”) and the Articles of Association of the Company, appointed Deepak Shah (DIN: 06954206) as a Non-Executive Non-Independent Director of the Company, with effect from 20th September 2024, for a term of three consecutive years i.e. from 20th September, 2024 up to 19th September, 2027 (both days inclusive), who shall be liable to retire by rotation, with his appointment as Non-Executive Non-Independent Director being subject to the approval of Members of the Company by way of a Ordinary resolution in terms of provisions of Companies Act 2013 and Listing Regulations.

Shri. Deepak Shah is eligible to be appointed as a Non-Executive Non-Independent Director for a term of three consecutive years. The Company has received a notice under Section 160 of the Act, from a member proposing the candidature of Deepak Shah as a Non-Executive Non-Independent Director of the Company, which has been duly reviewed and recommended by the Board of Directors to the shareholders for their approval.

Brief Profile of Deepak Shah is as follows:

The Nomination and Remuneration Committee and Board has identified the need for a director with diverse expertise to support the company's growth. The Board believes that Deepak Shah, currently a member of The Institute of Chartered Accountants of India and has a wide experience of more than 30 years in the field of Direct and Indirect Taxation. With this objective in mind, the Committee and Board have decided to appoint Deepak Shah as a Non-Executive Non-Independent Director to provide expert guidance and support the management in these areas.

In the opinion of the Board and the Nomination and Remuneration Committee his skills, experience and expertise in the areas of Direct and Indirect Taxation is desirable and could be to the benefit of the Company and therefore the Board of Directors have approved and recommended his appointment as proposed in the resolution set out at Item No. 1 in the accompanying Notice, for the shareholders' approval.

The Company has also received consent from Deepak Shah to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Further, Deepak Shah has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Director of the Company. Deepak Shah has also confirmed that he is not debarred from holding the office of a director by virtue of order passed by SEBI or any other such authority.

In line with the Company's Nomination and Remuneration policy, Deepak Shah will be entitled to receive commission (subject to shareholders approval) sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings and Committee Meetings if any. A copy of the draft letter of appointment of Deepak Shah as a Non-Executive Non-Independent Director setting out the terms

and conditions is available for inspection to shareholders upon their request in the manner as specified in this Notice.

Except Deepak Shah, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the Ordinary resolution as set out in this Notice.

The Board of Directors recommends the resolution as set out in item no. 1 of this Notice for approval of the Members by way of a Ordinary Resolution.

Resolution No. 2

APPOINTMENT OF GURUDAS VISHWAS ARAS (DIN: 02187903) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on 20th September, 2024, upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152, 160, 161 of the Companies Act, 2013 (“Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”) and the Articles of Association of the Company, appointed Gurudas Vishwas Aras (DIN: 02187903) as an Additional, Non-Executive Independent Director of the Company, with effect from 20th September 2024, for a term of five consecutive years i.e. from 20th September, 2024 up to 19th September, 2029 (both days inclusive), who shall not be liable to retire by rotation, with his appointment as Non-Executive Independent Director being subject to the approval of Members of the Company by way of a special resolution at next general meeting or within a period of three months from the date of appointment, whichever is earlier, as per the provisions of Regulation 17(1C) of the Listing Regulations, 2015.

The Company has received a declaration from Gurudas Vishwas Aras confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Gurudas Vishwas Aras to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Brief Profile of Gurudas Aras is as follows:

The Nomination and Remuneration Committee and Board has identified the need for a director with diverse expertise to support the company's growth. The Board believes that Gurudas Aras, currently a member of The Institute of Chartered Accountants of India and has a wide experience of more than 43 years in the textile industry. With this objective in mind, the Committee and Board have decided to appoint Gurudas Vishwas Aras as a Non-Executive Independent Director to provide expert guidance and support the management in these areas.

In the opinion of the Board and the Nomination and Remuneration Committee his skills, experience and expertise in the area of textile industry is desirable and could be to the benefit of the Company and therefore the Board of Directors have approved and recommended his appointment as proposed in the resolution set out at Item No. 2 in the accompanying Notice, for the shareholders’ approval.

The Company has also received consent from Gurudas Aras to act as a Director in terms of Section 149 (6) and 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

Further, Gurudas Aras has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Director of the Company. Gurudas Vishwas Aras has also confirmed that he is not debarred from holding the office of a director by virtue of order passed by SEBI or any other such authority.

In line with the Company's Nomination and Remuneration policy, Gurudas Aras will be entitled to receive commission (subject to the approval of the members) and sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings and Committee Meetings if any. A copy of the draft letter of appointment of Gurudas Aras as a Non-Executive Independent Director setting out the terms and conditions is available for inspection to shareholders upon their request in the manner as specified in this Notice.

Except Gurudas Aras, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the special resolution as set out in this Notice.

The Board of Directors recommends the resolution as set out in item no. 2 of this Notice for approval of the Members by way of a Special Resolution.

Resolution No. 3

TO APPROVE THE PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable business and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration, for an amount as may be decided by the Board of Directors/ Committee of Directors, from time to time, in terms of the provisions of Section 197 read with Schedule V of the Act. Such remuneration shall be divided amongst Non-Executive Directors in such manner as the Board of Directors (or the authorized Committee of the Board) may from time to time determine and the same may be paid to Non-Executive Directors on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis as the Board of Directors/ Committee of Directors deem fit, subject to such necessary approval(s), consent(s) or permission(s), as may be required.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a company can pay remuneration to non-executive directors including independent directors, in the event of profits in the company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. The Company may pay remuneration within the applicable limits/slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution. Further, as per Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees and compensation paid to non-executive directors (including independent directors) need to be approved by the members of the company.

At the 243rd Board Meeting held on September 20, 2024, shareholders approved the payment of commission to Non-Executive Directors (NEDs), including Independent Directors (IDs), in addition to sitting fees and other expenses for attending Board and committee meetings. This is subject to a ceiling limit of 1% of net profits calculated per Section 198 of the Companies Act, 2013 (Act).

The Board of Directors are recommending to decide the appropriate quantum of commission for any financial year within the aforesaid 1% limit approved upto Rs. 25,00,000. This is on the basis of the company's standalone profitability. Further, pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the members at the Annual General Meeting held on August 5, 2021 had approved to pay remuneration up to Rs. 25,00,000 to each non-executive director of the Company (including independent directors) in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company during the period of three financial years commencing from April 1, 2024 till March 31, 2027 (being maximum tenure as per Schedule V of the Act).

The Board of Directors of the Company, on the basis of recommendation of Nomination & Remuneration Committee, at its meeting held on September 20, 2024, had considered and recommended to the members for approval, for payment of remuneration up to Rs. 25,00,000 to each non-executive director of the Company (including independent directors) in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company for the remaining period of two financial years commencing from April 1, 2025 till March 31, 2026.

The actual amount of payment of remuneration to Non-Executive Directors for any financial year shall be determined by the Nomination & Remuneration Committee and Board within the aforesaid limits after consideration of the following criteria:

- the overall performance of the Company
- Directors' attendance, contribution at the Board and the Committee meetings, Chairmanship of Committees etc.
- proposed remuneration with reference to net profits of the Company, subject to overall ceilings under Section 197 and Schedule V of the Act.

The approval of members by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

The aforesaid limits shall not include payment of sitting fees to non-executive directors if made within the limits prescribed under the Act.

Brief profile of the Non-Executive Directors are available at the website of the Company. The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.

All the Non-Executive Directors or their relatives shall be deemed to be concerned or interested in this resolution.

None of the other than the Non-executive Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No.3 of this Notice.

The Board recommends the Special Resolution for approval of the Members, as set out at item no. 3 of this Notice.

Disclosure as required under Schedule V to the Companies Act, 2013 for the purpose of Item No. 3 is given hereunder:

I. General Information

	Nature of Industry	Real Estate Business; Textile Retail Business
--	--------------------	---

2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators	Particulars	(In Rs. crores) Financial years		
			2022-23	2021-22	2020-21
		Total Revenue	26,462	19,989	13,351
		Profit/(Loss) After Tax	3,523	3,105	2,585
5	Foreign investments or Collaborators, if any	Nil			

II. Information about the Directors for the purpose of Item No. 3

Sr. No.	Particulars	Mr. Rahul Divan	Mr. Yogen Lathia	Mr. Deepak Shah
1.	Background details, Recognition or awards and Job profile and suitability	Mr. Rahul Divan is a qualified Chartered Accountant. He is a partner in Rahul Gautam Divan & Associates and Chandabhoy & Jassoobhoy, Ahmedabad. He has also worked with Chandabhoy & Jassoobhoy in Mumbai. Prior to that, he worked in Europe with PricewaterhouseCoopers (formerly Coopers & Lybrand) in Latvia and Lithuania for three years. He has worked primarily on commercial clients, specialising in the manufacturing and services sectors. In London, he worked for four years in the audit	Mr. Yogen Lathia has 38 years of Experience in running Rubber Industry and completed 2 years of training in leading laboratories of Dupont, Monsanto, Ici Bayer and Rubber Industries all over the world	Shri. Deepak Shah Wide experience in the field of Direct and Indirect Taxation for last 30 years

		practice of Baker Tilly, during which time he was also seconded to the Insolvency division and the Corporate Finance division.																				
2.	Past Remuneration	<p>Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid. The details of sitting fees paid are as follows:</p> <p style="text-align: center;">(Rs.in Crores)</p> <table border="1"> <tr> <td>FY 2020-21</td> <td>0</td> </tr> <tr> <td>FY 2021-22</td> <td>0</td> </tr> <tr> <td>FY 2022-23</td> <td>0</td> </tr> </table>	FY 2020-21	0	FY 2021-22	0	FY 2022-23	0	<p>Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid. The details of sitting fees paid are as follows:</p> <p style="text-align: center;">(Rs.in Crores)</p> <table border="1"> <tr> <td>FY 2020-21</td> <td>0</td> </tr> <tr> <td>FY 2021-22</td> <td>0</td> </tr> <tr> <td>FY 2022-23</td> <td>0</td> </tr> </table>	FY 2020-21	0	FY 2021-22	0	FY 2022-23	0	<p>Deepak shah has withdrawn a professional fee of _____ rupees for attending Audit Committee Meetings as an Invitee</p> <p>The details of sitting fees paid are as follows:</p> <p style="text-align: center;">(Rs.in Crores)</p> <table border="1"> <tr> <td>FY 2020-21</td> <td>0</td> </tr> <tr> <td>FY 2021-22</td> <td>0</td> </tr> <tr> <td>FY 2022-23</td> <td>0</td> </tr> </table>	FY 2020-21	0	FY 2021-22	0	FY 2022-23	0
FY 2020-21	0																					
FY 2021-22	0																					
FY 2022-23	0																					
FY 2020-21	0																					
FY 2021-22	0																					
FY 2022-23	0																					
FY 2020-21	0																					
FY 2021-22	0																					
FY 2022-23	0																					
3.	Remuneration proposed	Rs. 25,00,000	Rs. 25,00,000	Rs. 25,00,000																		
4.	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry.																		
5.	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial	There is no other pecuniary relationship with the Company or the Managerial Personnel.	There is no other pecuniary relationship with the Company or the Managerial Personnel.	There is no other pecuniary relationship with the Company or the Managerial Personnel.																		

Personnel, if any.			
--------------------	--	--	--

Sr. No.	Particulars	Mr. Shardul Thacker	Mr. Mehernosh Currawalla	Mrs. Jasvanti Patel						
1.	Background details, Recognition or awards and Job profile and suitability	Shri Shardul J. Thacker is a graduate in Commerce and in Law from the University of Bombay. Besides, he is a Solicitor of Bombay High Court, Supreme Court of England and Supreme Court of Hong Kong. He is a partner of the leading Indian law firm, Mulla & Mulla & Craigie Blunt & Caroe and heads the firm's banking, maritime and arbitration practice group. With an illustrious practice of over 40 years, he is the Indian counsel to leading Indian and international banks. He has extensively advised banks and international lenders in respect of various term loan facilities, acquisitions and banking frauds, and is reputed in the international finance and legal circles for having structured some of the most interesting and highly-g geared finance deals in relation to infrastructure projects, energy, ports and ships.	Mr. Mehernosh Rusi Currawalla is Chairman and Managing Director of M/s. FAK Cargo Dynamics Pvt. Ltd., a recognized and accredited International Freight Forwarder, Managing Director of M/s. Mazda Transport Pvt. Ltd., M/s. Pegasus Transport Pvt. Ltd., both companies involved in transportation and handling of Dry Van, Reefer Marine Containers and ISO Tanks for handling of Hazardous liquid cargo. Managing Director of M/s. Simatech (India) Pvt. Ltd., a ship agency company and M/s. C G LAB Pvt. Ltd., a company involved in digital media and visual effects.	Smt. Jasvanti S. Patel is a BA Hons. Linguistics & Education from University of East London, Completed (CELTA)- Certificate of English Language and Teaching to Adults						
2.	Past Remuneration	<p>Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid.</p> <p>The details of sitting fees paid are as follows:</p> <p style="text-align: center;">(Rs.in Crores)</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">FY 2020-21</td> <td style="width: 50%;"></td> </tr> </table>	FY 2020-21		<p>Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid.</p> <p>The details of sitting fees paid are as follows:</p> <p style="text-align: center;">(Rs.in Crores)</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">FY 2020-21</td> <td style="width: 50%;"></td> </tr> </table>	FY 2020-21		<p>Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid.</p> <p>The details of sitting fees paid are as follows:</p> <p style="text-align: center;">(Rs.in Crores)</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">FY 2020-21</td> <td style="width: 50%;"></td> </tr> </table>	FY 2020-21	
FY 2020-21										
FY 2020-21										
FY 2020-21										

		FY 2021-22		FY 2021-22		FY 2021-22	
		FY 2022-23		FY 2022-23		FY 2022-23	
3.	Remuneration proposed	Rs. 25,00,000		Rs. 25,00,000		Rs. 25,00,000	
4.	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry		Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry		Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry	
5.	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel, if any.	There is no other pecuniary relationship with the Company or the Managerial Personnel.		There is no other pecuniary relationship with the Company or the Managerial Personnel.		There is no other pecuniary relationship with the Company or the Managerial Personnel.	

Sr. No.	Particulars	Mr. Gurudas Aras
1.	Background details, Recognition or awards and Job profile and suitability	Having wide experience of 43 years in Textile Industry
2.	Past Remuneration	NIL
3.	Remuneration proposed	Rs. 25,00,000
4.	Comparative remuneration	Taking into account the size of the Company,

	profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry
5.	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel, if any.	There is no other pecuniary relationship with the Company or the Managerial Personnel.

Registered office:
 Ruby House, J. K. Sawant Marg,
 Dadar (W), Mumbai-28

Website: www.rubymills.com
 Email: info@rubymills.com
 Place: Mumbai
 Date:

By Order of the Board of Directors
 For **The Ruby Mills Limited**

Sd/-
Hiren M Shah
 Executive Chairman
 DIN:00071077

Annexure A
Additional information on Directors recommended for appointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

Name of the Director	Mr. Deepak Shah
Director Identification Number	06954206
Age	
Date of first appointment on the Board	30 th September 2015
Relationship with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors, Managers and Key Managerial Personnel of the Company.
Experience:	Please refer to the explanatory statement .
Qualification(s):	
Nature of expertise, skills and capabilities in specific functional areas:	
Terms and conditions of appointment or re-appointment	Appointment as a Non-Executive, Non-Independent Director for a term of 3 years with effect from 20 th September, 2024 up to 19 th September, 2027, subject to retirement by rotation.
Details of remuneration sought to be paid	Rs. 5,40,000
Remuneration last drawn (including sitting fees)	
Number of meetings of the Board attended during the financial year 2024-25 (up to the date of dispatch of Postal Ballot notice)	3
Board Membership in other Indian listed companies and from which the Director has resigned in the past three years as on the date of this postal ballot notice	0
Chairmanship / membership of committees in other Indian listed companies as on the date of this postal ballot notice	7
Directorships in other companies	3
Name of the entity in which the Director holds committee membership / Chairmanship	The Ruby Mills Limited Siyaram Silk Mills Limited Marathon Nextgen Realty Limited
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	-

Additional information on Directors recommended for appointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

Name of the Director	Gurudas Vishwas Aras
Director Identification Number	02187903
Age	
Date of first appointment on the Board	20 th September 2024
Relationship with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors, Managers and Key Managerial Personnel of the Company.
Experience:	Please refer to the explanatory statement .
Qualification(s):	
Nature of expertise, skills and capabilities in specific functional areas:	
Terms and conditions of appointment or re-appointment	Appointment as a Non-Executive, Independent Director for a term of 5 years with effect from 20 th September 2024 up to 19 th September 2029, not subject to retirement by rotation.
Details of remuneration sought to be paid	–
Remuneration last drawn (including sitting fees)	
Number of meetings of the Board attended during the financial year 2024-25 (up to the date of dispatch of Postal Ballot notice)	It is proposed to appoint Gurudas Vishwas Aras as a Non-Executive, Independent Director for his first term on the Board and hence, these details are not applicable.
Board Membership in other Indian listed companies and from which the Director has resigned in the past three years as on the date of this postal ballot notice	0
Chairmanship / membership of committees in other Indian listed companies as on the date of this postal ballot notice	5
Directorships in other companies	4
Name of the entity in which the Director holds committee membership / Chairmanship	The Indian Card Clothing Company Limited The Ruby Mills Limited Rossari Biotech Limited
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	-

*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committees of the Indian Companies have been considered.