



Date: August 12, 2022

<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/Madam,

**Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice dated August 12, 2022 together with the Explanatory Statement and instructions for remote e-voting, seeking approval of the Members of the Company for the following businesses:

- Increase in the Authorised Share Capital of the company and consequential amendment in the Memorandum of Association of the Company.
- Issue of Bonus equity shares.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, and General circular No. 03/2022 dated May 05, 2022, the Postal Ballot notice is sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and 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. Thursday, August 11, 2022 ("Cut-off date")

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, August 13, 2022 and ends at 5.00 p.m.(IST) on Sunday, September 11, 2022. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. 11<sup>th</sup> August 2022. Communication of assent or dissent of the members would only take place through the remote e-voting system.



**THE RUBY MILLS LIMITED**

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This Postal Ballot Notice will also be available on the Company's website [www.rubymills.com](http://www.rubymills.com), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take the same on your records.

Yours faithfully,

**For THE RUBY MILLS LIMITED**

Purav Hiren  
Shah

Digitally signed by Purav  
Hiren Shah  
Date: 2022.08.12  
17:35:58 +05'30'

**Purav H. Shah**  
**Executive Director, CEO and CFO**



## NOTICE OF POSTAL BALLOT

*(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)*

Dear Member(s),

**NOTICE** of Postal Ballot is hereby given to the Members of The Ruby Mills Limited ('the Company'), pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standards-2 (SS-2), read with the General Circular No. 14/2020 dated April 8 2020, and General Circular No. 17/2020 dated April 13 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, , General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General circular No. 03/2022 dated May 05, 2022 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), for the approval of the members of the Company through postal ballot by voting through electronic means (remote e-voting) on the Ordinary Resolutions set out hereinafter.

In view of the current circumstances and in compliance with the requirements of the MCA Circulars and provisions of Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice ("Notice") along with Explanatory Statement and remote e-voting instructions are being sent only through electronic mode to all those Members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent ("RTA") / Depositories / Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Thursday, August 11, 2022. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors, at its meeting held on Wednesday, August 10, 2022 has appointed Ms. Kumudini Bhalerao (FCS 6667), Partner or failing her Mr. Makarand M. Joshi (FCS 5533), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 am (IST) on Saturday, August13, 2022 and ends at 5.00 p.m. (IST) on Sunday, September 11, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Tuesday, September 13, 2022.

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The said results along with the Scrutinizer's Report would be intimated to the Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India (NSE) at [www.nseindia.com](http://www.nseindia.com) where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.rubymills.com> and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

### **RESOLUTIONS THROUGH POSTAL BALLOT:**

1. **Increase in Authorised Share Capital of the company and consequential amendment in Memorandum of Association of the Company**

To consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof) and all other applicable provisions of the Act and rules framed thereunder and the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if any, approval of the members be and is hereby accorded for increase in Authorised Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 5/- (Rupees Five only) each to Rs. 17,50,00,000 (Rupees Seventeen Crores and Fifty Lakhs only) divided into 3,50,00,000 (Three Crore and Fifty Lakh) Equity Shares of Rs. 5/- (Rupees Five only) each.

**RESOLVED FURTHER THAT** pursuant to the Section 13, 61 and other applicable provisions, if any, of the Act, consent of the members of the Company be and is hereby accorded for alteration of Clause 5 of the Memorandum of Association of the Company by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

5. The authorized share capital of the Company is Rs. 17,50,00,000 (Rupees Seventeen Crores and Fifty Lakhs only) divided into 3,50,00,000 (Three Crore and Fifty Lakhs) Equity Shares of Rs.5 (Rupees Five only) each.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

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## 2. ISSUE OF BONUS EQUITY SHARES

To consider and, if though fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in pursuance of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, as amended, and on recommendations of the Board of Directors of the Company, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permission and sanctions, if any, as may be required from statutory authorities in this regard, the approval of the members be and is hereby accorded to the Board of Directors of the Company to capitalize a sum of Rs. 8,36,00,000 (Rupees Eight Crore Thirty Six Lakhs only) from Securities Premium Account for the purpose of issuance of 1,67,20,000 (One Crore Sixty Seven Lakhs and Twenty Thousand Only) Bonus Equity shares credited as fully paid-up shares having face value of Rs. 5/- (Rupees Five only) each to the holders of the existing equity shares of the Company, whose name shall appear in the Register of Members / List of Beneficiaries as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the ‘Record Date’ as determined by the Board for this purpose in the ratio of 1:1 i.e. 1(One) Bonus equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) fully paid up equity share of Rs. 5/- (Rupees Five only) held by the Member/Beneficial Owner on the Record Date and that such new equity shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares on the record date.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of Bonus equity shares to Non-Resident Member(s), Foreign Institutional Investor(s) (FIIs) and other Foreign Investor(s) be and subject to approval of RBI or any other regulatory authority as may be necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized severally to do all such acts, deeds, matters and things and

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execute all such documents, instruments and writings as may be required and as it may in its sole discretion deem necessary, expedient or incidental in regard to issue of Bonus Shares, including but not limited to filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or any concerned authorities, applying and seeking necessary approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in this regard thereto.”

**Registered Office:**

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Mumbai - 400028

CIN: L17120MH1917PLC000447

E-mail: [info@rubymills.com](mailto:info@rubymills.com)

Date: 12<sup>th</sup> August, 2022

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

Sd/-  
Anuradha Tendulkar  
Company Secretary

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## NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Thursday, August 11, 2022 ('Cut-off date) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.rubymills.com/> websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and NSE India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in)
6. All the material documents referred to Statement, shall be available for inspection on the Company's website <https://www.rubymills.com/> to facilitate online inspection until last date of remote e-voting. Further, copy of a certificate received from a Practicing Company Secretary certifying that requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are fulfilled is also placed on the website of the Company at <https://www.rubymills.com/>
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL) on Thursday, August 11,2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Thursday, August 11, 2022 being the cut-off date fixed for the purpose.

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9. The voting through electronic means will commence on Saturday, August 13, 2022 at 9.00 a.m. (IST) and ends on Sunday, September 11, 2022 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Tuesday, September 13, 2022.
12. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Ordinary Resolutions, passed by the requisite majority, shall be deemed to have been passed on Sunday, September 11, 2022, being the last date specified by the Company for e-voting.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Anubhav Saxena, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800 224 430 or at E-mail ID : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
15. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

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## **GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**

### **Process and manner for members opting for E-Voting**

In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Member's facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

### **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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at</li></ol>

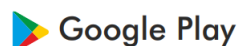
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<https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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**



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by

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	providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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**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 :

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

**THE RUBY MILLS LIMITED**

- 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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.

#### **THE RUBY MILLS LIMITED**

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

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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](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) to reset the password.

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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL 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 (Company email id). Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company. You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works

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Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra - 400059.

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 (Company email id). 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.co.in](mailto:evoting@nsdl.co.in) 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.

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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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E-mail: [info@rubymills.com](mailto:info@rubymills.com)

Date: 12<sup>th</sup> August, 2022

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

Sd/-  
Anuradha Tendulkar  
Company Secretary

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## **EXPLANATORY STATEMENT**

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act")

### **ITEM NO. 1**

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 2,00,00,000 (Two crore) Equity Shares of Rs.5/- (Rupees Five only) each, out of which paid up share capital of the Company is Rs. 8,36,00,000 /- (Rupees Eight Crore Thirty-Six Lakhs Only) divided into 1,67,20,000 (One Crore Sixty Seven Lakhs and Twenty Thousand Only) equity shares of Rs. 5/- (Rupees Five only) each. The Board of Directors of the Company in its meeting held on Wednesday, August 10, 2022 has recommended the issuance of 1,67,20,000 Bonus equity shares in the ratio of 1:1 i.e. 1 (One) fully paid up equity share for every 1 (One) equity share held. Hence, it is required to increase Authorised Share Capital of the Company appropriately.

Accordingly, it is proposed to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs.5/- (Rupees Ten only) each to Rs. 17,50,00,000/- (Rupees Seventeen Crore and Fifty Lakhs only) divided into 3,50,00,000 (Three Crore and Fifty Lakhs only) Equity Shares of Rs.5/- (Rupees Five only) each by creation of additional 1,50,00,000 (One Crore and Fifty Lakhs) equity shares of Rs. 5/- (Rupees Five only) each. The increase in Authorised Share Capital can be done with the approval of the members of the Company. Further, upon increase in the Authorised Share Capital of the Company, the Clause 5 – Capital Clause of the Memorandum of Association of the Company also needs to be amended suitably. The amendment in the Clause 5– Capital Clause of the Memorandum of Association can be made by way of passing an Ordinary Resolution by the members of the Company.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 1 of the notice for the approval of members of the Company.

None of Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the said resolution.

### **ITEM NO. 2**

Considering the present financial position of the Company and with a view to capitalize the Securities Premium account and/or Free Reserve and to rationalize the Capital structure of the Company, the Board of Directors in its meeting held on Wednesday, August 10, 2022 has proposed to issue bonus equity shares in the ratio of 1:1 i.e. 1,67,20,000 (One Crore Sixty Seven Lakhs and Twenty Thousand Only) fully paid up equity share for every 1,67,20,000 (One Crore Sixty Seven Lakhs and Twenty Thousand Only) equity shares held by the shareholders as on record date as may be decided by the Board of Directors.

The existing issued, subscribed and paid-up capital of the Company shall be increased due to capitalization of Rs. 8,36,00,000 (Rupees Eight Crore Thirty Six Lakhs only) from Securities Premium Account of the Company for the purpose of issuance of 1,67,20,000 (One Crore Sixty

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Seven Lakhs and Twenty Thousand Only) Bonus Equity shares credited as fully paid-up shares having face value of Rs. 5/- (Rupees Five Only).

As per provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enabling provisions of the Articles of Association of the Company, the Company can capitalize its Securities Premium Account, General Reserve, and / or any other permitted reserves / surplus for the purpose of issuance of the Bonus equity shares with the approval of the members.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Notice for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their existing shareholding and their entitlement for issue of Bonus equity shares.

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E-mail: [info@rubymills.com](mailto:info@rubymills.com)

Date: 12<sup>th</sup> August, 2022

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

Sd/-  
Anuradha Tendulkar  
Company Secretary

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