

Date: 29<sup>th</sup> September, 2023

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

**Sub: Submission of Voting Results along with Scrutinisers Report for the 107<sup>th</sup> Annual General Meeting under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided electronic voting facility ("remote e-voting") and facility to vote electronically at the Venue of the Annual General Meeting (AGM) to its Members on resolutions set out in the Notice of the 107<sup>th</sup> Annual General Meeting ('AGM') of the Company which was duly convened on 27<sup>th</sup> September, 2023 at 4:00 P.M.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results and Consolidated Report of the Scrutinizers, dated 28<sup>th</sup> September, 2023 on remote e-voting and e-voting at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company viz. [www.rubymills.com](http://www.rubymills.com). The AGM was concluded at 6:00 P.M. (IST).

Kindly take the same on your records.

Thanking you,  
Yours faithfully,

**For THE RUBY MILLS LIMITED**

**ANURADHA** Digitally signed by  
**NISHIKANT** ANURADHA NISHIKANT  
**TENDULKAR** TENDULKAR  
**TENDULKAR** Date: 2023.09.29  
18:13:27 +05'30'

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

**VOTING RESULTS IN TERMS OF REGULATION 44(3) OF THE SEBI LISTING REGULATIONS IN RELATION TO 107TH ANNUAL GENERAL MEETING OF 'THE RUBY MILLS LIMITED' HELD ON WEDNESDAY, 27<sup>TH</sup> SEPTEMBER 2023**

|  |                    |
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| <b>Date of AGM</b>   | September 27, 2023 |
| <b>Total number of shareholders on record date (i.e., as on Wednesday, September 20, 2023)</b> | 14875              |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b>           |                    |
| Promoter and Promoter group  | 10                 |
| Public   | 24                 |
| <b>No. of shareholders attended the meeting through Video Conferencing:</b>                    |                    |
| Promoter and Promoter group  | Nil                |
| Public   | Nil                |

**Item No. 1**

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| Resolution required<br>(Ordinary/Special)                                 | <b>Ordinary Resolution</b><br>To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023, together with the Report of the Board of Directors and Auditors thereon. |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No   |

| Sr. No       | Promoter/ Public               | Mode of Voting  | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|              |                                |                 | [1]                      | [2]                 | [3]=[2]/(1)*100                         | [4]                      | [5]                    | [6]=[4]/(2)*100                      | [7]=[5]/(2)*100                    |
| 1            | Promoter and Promoter Group    | Remote E-Voting | 2,50,47,640              | 13,97,200           | 5.5782                                  | 13,97,200                | 0                      | 100.0000                             | 0.0000                             |
|              |                                | Poll            |                          | 1,76,43,896         | 70.4414                                 | 1,76,43,896              | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,90,41,096</b>  | <b>76.0195</b>                          | <b>1,90,41,096</b>       | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| 2            | Public - Institutional holders | Remote E-Voting | 0                        | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | Poll            |                          | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| 3            | Public-Non-Institutional       | Remote E-Voting | 83,92,360                | 72,390              | 0.8626                                  | 71,826                   | 564                    | 99.2209                              | 0.7791                             |
|              |                                | Poll            |                          | 1,13,520            | 1.3527                                  | 1,13,520                 | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,85,910</b>     | <b>2.2152</b>                           | <b>1,85,346</b>          | <b>564</b>             | <b>99.6966</b>                       | <b>0.3034</b>                      |
| <b>Total</b> |                                |                 | <b>3,34,40,000</b>       | <b>1,92,27,006</b>  | <b>57.4970</b>                          | <b>1,92,26,442</b>       | <b>564</b>             | <b>99.9971</b>                       | <b>0.0029</b>                      |

|  |   |
|--|---|
| Resolution required<br>(Ordinary/Special)                              | <b>Ordinary Resolution</b><br>To declare the final dividend on Equity Shares for the Financial Year ended 31 <sup>st</sup> March, 2023. |
| Whether promoter/<br>group are interested in the<br>agenda/resolution? | No  |

**Item No. 2**

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=[2]/(1)*100                                  | [4]                            | [5]                          | [6]=[4]/(2)<br>*100                           | [7]=[5]/(2)<br>*100                         |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,90,41,096</b>        | <b>76.0195</b>                                   | <b>1,90,41,096</b>             | <b>0</b>                     | <b>100.0000</b>                               | <b>0.0000</b>                               |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>0</b>                  | <b>0.0000</b>                                    | <b>0</b>                       | <b>0</b>                     | <b>0.0000</b>                                 | <b>0.0000</b>                               |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,826                         | 564                          | 99.2209                                       | 0.7791                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,85,910</b>           | <b>2.2152</b>                                    | <b>1,85,346</b>                | <b>564</b>                   | <b>99.6966</b>                                | <b>0.3034</b>                               |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,442</b>             | <b>564</b>                   | <b>99.9971</b>                                | <b>0.0029</b>                               |

**Item No. 3**

|   |  |
|---|--|
| Resolution required<br>(Ordinary/Special)                                 | <b>Ordinary Resolution</b><br>To appoint a Director in place of Shri. Bharat Manharlal Shah (DIN - 00071248) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment. |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes  |

| Sr. No       | Promoter/ Public               | Mode of Voting  | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|              |                                |                 | [1]                      | [2]                 | [3]=[2]/(1)*100                         | [4]                      | [5]                    | [6]=[4]/(2)*100                      | [7]=[5]/(2)*100                    |
| 1            | Promoter and Promoter Group    | Remote E-Voting | 2,50,47,640              | 13,97,200           | 5.5782                                  | 13,97,200                | 0                      | 100.0000                             | 0.0000                             |
|              |                                | Poll            |                          | 1,76,43,896         | 70.4414                                 | 1,76,43,896              | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,90,41,096</b>  | <b>76.0195</b>                          | <b>1,90,41,096</b>       | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| 2            | Public - Institutional holders | Remote E-Voting | 0                        | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | Poll            |                          | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| 3            | Public-Non-Institutional       | Remote E-Voting | 83,92,360                | 72,390              | 0.8626                                  | 71,676                   | 714                    | 99.0137                              | 0.9863                             |
|              |                                | Poll            |                          | 1,13,520            | 1.3527                                  | 1,13,520                 | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,85,910</b>     | <b>2.2152</b>                           | <b>1,85,196</b>          | <b>714</b>             | <b>99.6159</b>                       | <b>0.3841</b>                      |
| <b>Total</b> |                                |                 | <b>3,34,40,000</b>       | <b>1,92,27,006</b>  | <b>57.4970</b>                          | <b>1,92,26,292</b>       | <b>714</b>             | <b>99.9963</b>                       | <b>0.0037</b>                      |

**Item No. 4**

|  |   |
|--|---|
| Resolution required<br>(Ordinary/Special)                              | <b>Ordinary Resolution</b><br>Ratification of Cost Auditor Remuneration for the financial year 2023-24. |
| Whether promoter/<br>group are interested in the<br>agenda/resolution? | No  |

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=[2]/(1)*100                                  | [4]                            | [5]                          | [6]=[4]/(2)<br>*100                           | [7]=[5]/(2)<br>*100                         |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,90,41,096</b>        | <b>76.0195</b>                                   | <b>1,90,41,096</b>             | <b>0</b>                     | <b>100.0000</b>                               | <b>0.0000</b>                               |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>0</b>                  | <b>0.0000</b>                                    | <b>0</b>                       | <b>0</b>                     | <b>0.0000</b>                                 | <b>0.0000</b>                               |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,826                         | 564                          | 99.2209                                       | 0.7791                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,85,910</b>           | <b>2.2152</b>                                    | <b>1,85,346</b>                | <b>564</b>                   | <b>99.6966</b>                                | <b>0.3034</b>                               |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,442</b>             | <b>564</b>                   | <b>99.9971</b>                                | <b>0.0029</b>                               |

**Item No. 5**

|  |  |
|--|--|
| Resolution required<br>(Ordinary/Special)                              | <b>Special Resolution</b><br><br>Re-appointment of Shri. Hiren M. Shah (DIN: 00071077) who will attain the age of seventy years as the Executive Chairman of the Company for a period of five years with effect from 1 <sup>st</sup> April 2024 up to 31 <sup>st</sup> March 2029 and approval of his remuneration for a period of three years with effect from 1 <sup>st</sup> April 2024 up to 31 <sup>st</sup> March 2027 |
| Whether promoter/<br>group are interested in the<br>agenda/resolution? | Yes  |

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=[2]/(1)*100                                  | [4]                            | [5]                          | [6]=[4]/(2)<br>*100                           | [7]=[5]/(2)<br>*100                         |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,90,41,096</b>        | <b>76.0195</b>                                   | <b>1,90,41,096</b>             | <b>0</b>                     | <b>100.0000</b>                               | <b>0.0000</b>                               |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>0</b>                  | <b>0.0000</b>                                    | <b>0</b>                       | <b>0</b>                     | <b>0.0000</b>                                 | <b>0.0000</b>                               |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,656                         | 734                          | 98.9860                                       | 1.0140                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,85,910</b>           | <b>2.2152</b>                                    | <b>1,85,176</b>                | <b>734</b>                   | <b>99.6052</b>                                | <b>0.3948</b>                               |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,272</b>             | <b>734</b>                   | <b>99.9962</b>                                | <b>0.0038</b>                               |

|   |  |
|---|--|
| Resolution required<br>(Ordinary/Special)                                 | <b>Special Resolution</b><br><br>Re-appointment of Shri. Bharat M. Shah (DIN: 00071248) as the Managing Director of the Company for a period of five years with effect from 1 <sup>st</sup> April 2024 up to 31 <sup>st</sup> March 2029 and approval of his remuneration for a period of three years with effect from 1 <sup>st</sup> April 2024 up to 31 <sup>st</sup> March 2027. |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes  |

**Item No. 6**

| Sr. No       | Promoter/ Public               | Mode of Voting  | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|              |                                |                 | [1]                      | [2]                 | [3]=[2]/(1)*100                         | [4]                      | [5]                    | [6]=[4]/(2)*100                      | [7]=[5]/(2)*100                    |
| 1            | Promoter and Promoter Group    | Remote E-Voting | 2,50,47,640              | 13,97,200           | 5.5782                                  | 13,97,200                | 0                      | 100.0000                             | 0.0000                             |
|              |                                | Poll            |                          | 1,76,43,896         | 70.4414                                 | 1,76,43,896              | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,90,41,096</b>  | <b>76.0195</b>                          | <b>1,90,41,096</b>       | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| 2            | Public - Institutional holders | Remote E-Voting | 0                        | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | Poll            |                          | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| 3            | Public-Non-Institutional       | Remote E-Voting | 83,92,360                | 72,390              | 0.8626                                  | 71,656                   | 734                    | 98.9860                              | 1.0140                             |
|              |                                | Poll            |                          | 1,13,520            | 1.3527                                  | 1,13,520                 | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,85,910</b>     | <b>2.2152</b>                           | <b>1,85,176</b>          | <b>734</b>             | <b>99.6052</b>                       | <b>0.3948</b>                      |
| <b>Total</b> |                                |                 | <b>3,34,40,000</b>       | <b>1,92,27,006</b>  | <b>57.4970</b>                          | <b>1,92,26,272</b>       | <b>734</b>             | <b>99.9962</b>                       | <b>0.0038</b>                      |



**Item No. 7**

|   |  |
|---|--|
| Resolution required<br>(Ordinary/Special)                                 | <b>Special Resolution</b><br><br>Re-appointment of Shri. Viraj M. Shah (DIN: 00071616) as the Managing Director of the Company for a period of five years with effect from 1 <sup>st</sup> April 2024 up to 31 <sup>st</sup> March 2029 and approval of his remuneration for a period of three years with effect from 1 <sup>st</sup> April 2024 up to 31 <sup>st</sup> March 2027 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes  |

| Sr. No       | Promoter/ Public               | Mode of Voting  | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|              |                                |                 | [1]                      | [2]                 | [3]=[2]/(1)*100                         | [4]                      | [5]                    | [6]=[4]/(2)*100                      | [7]=[5]/(2)*100                    |
| 1            | Promoter and Promoter Group    | Remote E-Voting | 2,50,47,640              | 13,97,200           | 5.5782                                  | 13,97,200                | 0                      | 100.0000                             | 0.0000                             |
|              |                                | Poll            |                          | 1,76,43,896         | 70.4414                                 | 1,76,43,896              | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,90,41,096</b>  | <b>76.0195</b>                          | <b>1,90,41,096</b>       | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| 2            | Public - Institutional holders | Remote E-Voting | 0                        | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | Poll            |                          | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| 3            | Public-Non-Institutional       | Remote E-Voting | 83,92,360                | 72,390              | 0.8626                                  | 71,656                   | 734                    | 98.9860                              | 1.0140                             |
|              |                                | Poll            |                          | 1,13,520            | 1.3527                                  | 1,13,520                 | 0                      | 100.0000                             | 0.0000                             |
|              |                                | <b>Total</b>    |                          | <b>1,85,910</b>     | <b>2.2152</b>                           | <b>1,85,176</b>          | <b>734</b>             | <b>99.6052</b>                       | <b>0.3948</b>                      |
| <b>Total</b> |                                |                 | <b>3,34,40,000</b>       | <b>1,92,27,006</b>  | <b>57.4970</b>                          | <b>1,92,26,272</b>       | <b>734</b>             | <b>99.9962</b>                       | <b>0.0038</b>                      |

**Item No. 8**

|  |  |
|--|--|
| Resolution required<br>(Ordinary/Special)                              | <b>Special Resolution</b><br>Continuation of term of Shri. Shardul Thacker (DIN: 00153001) as an Independent Director, Non-Executive Director due to attainment of age of 75 years |
| Whether promoter/<br>group are interested in the<br>agenda/resolution? | No   |

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=[2]/(1)*100                                  | [4]                            | [5]                          | [6]=[4]/(2)<br>*100                           | [7]=[5]/(2)<br>*100                         |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,90,41,096</b>        | <b>76.0195</b>                                   | <b>1,90,41,096</b>             | <b>0</b>                     | <b>100.0000</b>                               | <b>0.0000</b>                               |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>0</b>                  | <b>0.0000</b>                                    | <b>0</b>                       | <b>0</b>                     | <b>0.0000</b>                                 | <b>0.0000</b>                               |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,656                         | 734                          | 98.9860                                       | 1.0140                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | <b>Total</b>       |                             | <b>1,85,910</b>           | <b>2.2152</b>                                    | <b>1,85,176</b>                | <b>734</b>                   | <b>99.6052</b>                                | <b>0.3948</b>                               |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,272</b>             | <b>734</b>                   | <b>99.9962</b>                                | <b>0.0038</b>                               |

For The Ruby Mills Limited

ANURADHA NISHIKANT  
TENDULKAR

Digitally signed by ANURADHA  
NISHIKANT TENDULKAR  
Date: 2023.09.29 18:06:41 +05'30'

Anuradha Tendulkar (Company Secretary and Compliance Officer)



# *MMJB & Associates LLP*

## Company Secretaries

Ecstasy, 803-804, 8<sup>th</sup> Floor, City of Joy, JSD Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

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

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

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 107<sup>th</sup> AGM of the shareholders of the Company, held on Wednesday, September 27, 2023 at 04:00 P.M. (IST) at The Ruby, Lobby level, 29 Senapati Bapat Marg, Dadar (W), Mumbai 400028, in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")

- A. I, Saurabh Agarwal, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on Tuesday, May 30, 2023, to conduct the following:
- (i) Remote e-voting process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) Electronic Voting at the AGM under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Wednesday, September 27, 2023 at 04.00 P.M.
- B. Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Electronic copy of the Notice convening the AGM of the Company and the Annual Report along with the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail

addresses, physical copies of the Notice convening the AGM of the Company, along with the Annual Report, the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders in the permitted mode. The Company completed dispatch of Notice along with explanatory statement on Friday, September 01, 2023, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on September 05, 2023.

- C. The Company had availed the remote e-voting facility provided by National Securities Depository Limited ("NSDL") for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Sunday, September 24, 2023 at 9.00 a.m. and ended on Tuesday, September 26, 2023 at 5.00 p.m. and the NSDL remote e-voting portal was blocked for voting thereafter.
- D. The Company had appointed National Securities Depository Limited for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer's Report dated September 27, 2023.
- F. After closure of the voting at the AGM, the report on voting done at the AGM was diligently scrutinized.
- G. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- H. The report on poll done at the AGM was generated by Mr. Aditya Totla and Ms. Poorva Belsare. (Authorized Representatives)

|  |                    |
|--|--------------------|
| <b>Date of AGM</b>   | September 27, 2023 |
| <b>Total number of shareholders on record date (i.e., as on Wednesday, September 20, 2023)</b> | 14875              |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b>           |                    |
| Promoter and Promoter group  | 10                 |
| Public   | 24                 |
| <b>No. of shareholders attended the meeting through Video Conferencing:</b>                    |                    |
| Promoter and Promoter group  | Nil                |
| Public   | Nil                |

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Report of the Board of Directors and Auditors thereon.

| Sr. No       | Promoter/<br>Public                 | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|-------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                     |                    | [1]                         | [2]                       | [3]=[(2)/(1)]*100                                | [4]                            | [5]                          | [6]=[(4)/(2)]<br>*100                         | [7]=[(5)/(2)]<br>*100                       |
| 1            | Promoter and<br>Promoter<br>Group   | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                     | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                     | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2            | Public-<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                     | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                     | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3            | Public-Non-<br>Institutional        | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,826                         | 564                          | 99.2209                                       | 0.7791                                      |
|              |                                     | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                     | Total              |                             | 1,85,910                  | 2.2152   | 1,85,346                       | 564                          | 99.6966                                       | 0.3034                                      |
| <b>Total</b> |                                     |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,442</b>             | <b>564</b>                   | <b>99.9971</b>                                | <b>0.0029</b>                               |

Resolution Item No. 2 - Ordinary Resolution:

To declare the final dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2023.

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=[2]/(1)*100                                  | [4]                            | [5]                          | [6]=[4]/(2)*100                               | [7]=[5]/(2)*100                             |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,826                         | 564                          | 99.2209                                       | 0.7791                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,85,910                  | 2.2152   | 1,85,346                       | 564                          | 99.6966                                       | 0.3034                                      |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,442</b>             | <b>564</b>                   | <b>99.9971</b>                                | <b>0.0029</b>                               |

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

To appoint a Director in place of Shri. Bharat Manharlal Shah (DIN - 00071248) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | $[3]=\frac{[2]}{[1]}*100$                        | [4]                            | [5]                          | $[6]=\frac{[4]}{[2]}*100$                     | $[7]=\frac{[5]}{[2]}*100$                   |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,676                         | 714                          | 99.0137                                       | 0.9863                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,85,910                  | 2.2152   | 1,85,196                       | 714                          | 99.6159                                       | 0.3641                                      |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,292</b>             | <b>714</b>                   | <b>99.9963</b>                                | <b>0.0037</b>                               |

Resolution Item No. 4 - Ordinary Resolution:

Ratification of Cost Auditor Remuneration for the financial year 2023-24.

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=([2]/(1))*100                                | [4]                            | [5]                          | [6]=([4]/(2))*100                             | [7]=([5]/(2))*100                           |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,826                         | 564                          | 99.2209                                       | 0.7791                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,85,910                  | 2.2152   | 1,85,346                       | 564                          | 99.6966                                       | 0.3034                                      |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,442</b>             | <b>564</b>                   | <b>99.9971</b>                                | <b>0.0029</b>                               |



**Resolution Item No. 5 - Special Resolution:**

Re-appointment of Shri. Hiren M. Shah (DIN: 00071077) who will attain the age of seventy years as the Executive Chairman of the Company for a period of five years with effect from 1<sup>st</sup> April 2024 up to 31<sup>st</sup> March 2029 and approval of his remuneration for a period of three years with effect from 1<sup>st</sup> April 2024 up to 31<sup>st</sup> March 2027.

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=([2]/[1])*100                                | [4]                            | [5]                          | [6]=([4]/[2])*100                             | [7]=([5]/[2])*100                           |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,656                         | 734                          | 98.9860                                       | 1.0140                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,85,910                  | 2.2152   | 1,85,176                       | 734                          | 99.6052                                       | 0.3948                                      |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,272</b>             | <b>734</b>                   | <b>99.9962</b>                                | <b>0.0038</b>                               |

**Resolution Item No. 6 - Special Resolution:**

Re-appointment of Shri. Bharat M. Shah (DIN: 00071248) as the Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April 2024 up to 31<sup>st</sup> March 2029 and approval of his remuneration for a period of three years with effect from 1<sup>st</sup> April 2024 up to 31<sup>st</sup> March 2027.

| Sr. No | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|        |                                      |                    | [1]                         | [2]                       | [3]=[(2)/(1)]*100                                | [4]                            | [5]                          | [6]=[(4)/(2)]<br>*100                         | [7]=[(5)/(2)]<br>*100                       |
| 1      | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|        |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|        |                                      | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2      | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|        |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|        |                                      | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3      | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,656                         | 734                          | 98.9860                                       | 1.0140                                      |
|        |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|        |                                      | Total              |                             | 1,85,910                  | 2.2152   | 1,85,176                       | 734                          | 99.6052                                       | 0.3948                                      |
| Total  |                                      |                    | 3,34,40,000                 | 1,92,27,006               | 57.4970  | 1,92,26,272                    | 734                          | 99.9962                                       | 0.0038                                      |

**Resolution Item No. 7 - Special Resolution:**

Re-appointment of Shri. Viraj M. Shah (DIN: 00071616) as the Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April 2024 up to 31<sup>st</sup> March 2029 and approval of his remuneration for a period of three years with effect from 1<sup>st</sup> April 2024 up to 31<sup>st</sup> March 2027.

| Sr. No       | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|              |                                      |                    | [1]                         | [2]                       | [3]=[2]/(1)*100                                  | [4]                            | [5]                          | [6]=[4]/(2)*100                               | [7]=[5]/(2)*100                             |
| 1            | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2            | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|              |                                      | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3            | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,656                         | 734                          | 98.9860                                       | 1.0140                                      |
|              |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|              |                                      | Total              |                             | 1,85,910                  | 2.2152   | 1,85,176                       | 734                          | 99.6052                                       | 0.3948                                      |
| <b>Total</b> |                                      |                    | <b>3,34,40,000</b>          | <b>1,92,27,006</b>        | <b>57.4970</b>                                   | <b>1,92,26,272</b>             | <b>734</b>                   | <b>99.9962</b>                                | <b>0.0038</b>                               |

**Resolution Item No. 8 - Special Resolution:**

Continuation of term of Shri. Shardul Thacker (DIN: 00153001) as an Independent Director, Non-Executive Director due to attainment of age of 75 years

| Sr. No | Promoter/<br>Public                  | Mode of<br>Voting  | Total No. of<br>Shares Held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of<br>Votes -<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------|--------------------------------------|--------------------|-----------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
|        |                                      |                    | [1]                         | [2]                       | [3]=[(2)/(1)]*100                                | [4]                            | [5]                          | [6]=[(4)/(2)]<br>*100                         | [7]=[(5)/(2)]<br>*100                       |
| 1      | Promoter and<br>Promoter<br>Group    | Remote<br>E-Voting | 2,50,47,640                 | 13,97,200                 | 5.5782   | 13,97,200                      | 0                            | 100.0000                                      | 0.0000                                      |
|        |                                      | Poll               |                             | 1,76,43,896               | 70.4414  | 1,76,43,896                    | 0                            | 100.0000                                      | 0.0000                                      |
|        |                                      | Total              |                             | 1,90,41,096               | 76.0195  | 1,90,41,096                    | 0                            | 100.0000                                      | 0.0000                                      |
| 2      | Public -<br>Institutional<br>holders | Remote<br>E-Voting | 0                           | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|        |                                      | Poll               |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
|        |                                      | Total              |                             | 0                         | 0.0000   | 0                              | 0                            | 0.0000  | 0.0000                                      |
| 3      | Public-Non-<br>Institutional         | Remote<br>E-Voting | 83,92,360                   | 72,390                    | 0.8626   | 71,656                         | 734                          | 98.9860                                       | 1.0140                                      |
|        |                                      | Poll               |                             | 1,13,520                  | 1.3527   | 1,13,520                       | 0                            | 100.0000                                      | 0.0000                                      |
|        |                                      | Total              |                             | 1,85,910                  | 2.2152   | 1,85,176                       | 734                          | 99.6052                                       | 0.3948                                      |
| Total  |                                      |                    | 3,34,40,000                 | 1,92,27,006               | 57.4970  | 1,92,26,272                    | 734                          | 99.9962                                       | 0.0038                                      |

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

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account', Suspense Escrow Demat Account', and 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. There were no invalid votes in the total votes cast on all the resolutions.
4. All the aforesaid resolutions were passed with requisite majority.

Thanking you,  
Yours faithfully,

For MMJB & Associates LLP  
Company Secretaries

SAURABH  
SANJAY  
AGARWAL

Digitally signed by  
SAURABH SANJAY  
AGARWAL  
Date: 2023.09.28  
19:36:36 +05'30'

Saurabh Agarwal  
Designated Partner  
FCS No. 9290  
CP No. 20907  
UDIN: F009290E001117298  
Place: Mumbai  
Date: 28/09/2023

For The Ruby Mills Limited



Hiren Manharlal Shah  
Chairperson  
DIN: 00071077  
Place: Mumbai