THE RUBY MILLS LIMITED

Meeting	-	110th Annual General Meeting
Venue	-	Ruby House, J. K. Sawant Marg, Dadar, Mumbai, Maharashtra, India, 400028 (through video conferencing/ other audio-visual means ("VC/OAVM") to transact the following business)
Day & Date	-	Thursday, 24th September, 2026
Time	-	4:45 PM

Sr. No.	Name of Speaker	Particulars
1.	**Smt. Anuradha Tendulkar**	**Opening Remarks by the Smt. Anuradha Tendulkar** Good afternoon everyone. I, Anuradha Tendulkar, Company Secretary and Compliance Officer of The Ruby Mills Limited would like to welcome our respected Board Members, Statutory Auditors, Secretarial Auditors, Scrutinizers and all the shareholders at the 110th Annual General Meeting of The Ruby Mills Limited. I would like to introduce you to our esteemed Board Members who are with us present at the meeting: 1. Shri. Bharat Shah and Shri. Viraj Shah Managing Directors 2. Shri. Purav Shah Executive Director, Chief Executive Officer and Chief Financial Officer of our Company. 3. Shri. Deepak Shah, Non -Executive Non-Independent Director of the Company 4. We also have with us our Independent Directors: a) Shri. Rahul Gautam Divan, Chairperson of Audit Committee and Risk Management Committee b) Shri. Mehernosh Currawalla, who is the Chairperson of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. c) Shri. Paras Khimji Savla d) Smt. Jasvanti Patel

		e) Shri. Gurudas Aras We also have Smt. Kalpita Katariya, Representative of CNK & Associates LLP, Statutory Auditor, present at the meeting. Shri. Vikas Chomal of M/s. Vikas R. Chomal and Associates who is the Secretarial Auditor. I would also like to introduce Ms. Anuja Parikh, Practicing Company Secretary, Parikh & Associates, Scrutinizer for our AGM. Leave of Absence is accorded to Shri Hiren Shah, the Chairman of the Board, as he is currently travelling overseas and due to the time zone difference, is unable to attend the AGM, I request the directors present to appoint a chairman of the meeting among themselves. May I have the consent of all the directors present to appoint Shri. Bharat Shah as the Chairman of the meeting. I would now like to request Shri. Bharat Shah, Chairman of the meeting to take the meeting forward.
2.	**Shri. Bharat Shah (Chairman of the Meeting)**	Good Afternoon Ladies and Gentlemen. It is 4.45 p.m. and I welcome you all to the Annual General Meeting (AGM) of your Company through virtual mode. This meeting is being conducted through Video Conference as per guidelines issued by the Ministry of Corporate Affairs (MCA) and SEBI. I hope all of you are safe and in good health I now announce the formal commencement of our 110th Annual General Meeting. I would now like to brief you on the operations of the Company during the financial year 2025-26. Over the years, Ruby has grown by adapting to changing business environments, yet our values of integrity, resilience, and responsibility have remained unchanged. These values have guided us through challenges and continue to shape our path ahead. Let me take you through the performance of your Company during the financial year 2025–26 Our total revenue (Consolidated) stood at ₹37,615.09 Lakhs, reflecting growth from ₹26,976.59 Lakhs in the previous year. The profit after tax was ₹4,357.95 Lakhs as against ₹4,231.24 Lakhs in FY 2024–25. We continued to maintain a strong balance sheet and effectively managed our cash flows, ensuring financial stability.

		In the textile division, revenues were ₹29,227 Lakhs compared to ₹21,138 Lakhs last year. While revenues improved, operating profits were lower at ₹2,728 Lakhs compared to ₹2,732 Lakhs in the previous year, mainly due to cost pressures and a subdued demand environment. In the real estate division, revenues stood at ₹6,633 Lakhs against ₹3,396 Lakhs in the previous year, with operating profit at ₹3,462 Lakhs as against ₹2,723 Lakhs. In appreciation of your continued support, the Board has recommended a final dividend of 50%, that is ₹2.5 per equity share, subject to your approval at this meeting. I wish to inform the members that in case of any technology related challenges, I am unable to continue to participate in this Meeting, any other Director who is able to continue would preside over the meeting. I now request Smt. Anuradha Tendulkar, Company Secretary and Compliance Officer of the Company to proceed further with the Meeting. Thank you! Over to you Anuradha.
3.	**Smt. Anuradha Tendulkar**	It is a pleasure to connect with all of you today. In line with the Circulars issued by MCA and SEBI, the Notice of the AGM a was sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. 16 requests were received from shareholders asking for copy of the Annual Report and the same was dispatched to them. The Notice convening this AGM was also uploaded on the website of the Company and is also accessible on the websites of the Bombay Stock Exchange and National Stock Exchange and on the website of NSDL. Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by Ministry of Company Affairs and the Companies Act, 2013. The requisite quorum is present through video conference to conduct the proceedings of this meeting. The quorum being present, I call this meeting to order. Members may please note that the Company has complied with all the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable circulars of MCA & SEBI with regard to holding this AGM.

		The notice convening the Annual General meeting along with the Explanatory statement has already been circulated to the members. With your permission, the same may be taken as read. This AGM is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the MCA and SEBI. Facility for joining this meeting through video conference is made available for the members on a first-come-first-served basis. The required Statutory Registers is available with Company for the inspection. As the AGM is held through video conference, the facility for appointment of proxies by the members was not applicable and hence the inspection of proxy register is not applicable. The Company had provided the facility to cast the votes electronically, on the resolution set forth in the Notice. Members who have not cast their votes and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by NSDL. Members can click on the "Vote" tab on their screen to avail this feature. Members are requested to refer to instructions provided in the notice or appearing on the video conference page, for a seamless participation. In case members face any difficulty, they may reach out on the helpline numbers. The Statutory Auditors, M/s. C N K & Associates LLP, and Secretarial Auditors, M/s. Vikas R. Chomal and Associates, have expressed unqualified opinion in their respective audit reports for the financial year 2025-2026. The representatives of the Statutory Auditors and Secretarial Auditors are present in this AGM. I will now place all the agenda items before the meeting for the approval of the members **Item No. 1:** The first agenda is put forth as it is required under the law for the members to adopt the financial statements of the Company and along with Board's report. I will now read the agenda as mentioned in the AGM Notice. ***To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2026 together with the Report of the Board of Directors and Auditors thereon.*** I now move the following resolution as an Ordinary Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically. ***RESOLVED THAT*** *the audited Financial Statements of Accounts (Standalone and Consolidated) of the Company as on 31st March, 2026 comprising of Balance Sheet as at March 31, 2026 and the Statement of Profit and Statement of Changes in Equity together with Statement of Cash Flow for the year ended on that date along with the Report of Board of Directors and Auditors' Report thereon which have been circulated to the Members and laid before the meeting be and are hereby received, approved and adopted.*

Item No. 2

The second agenda is put forth by the Board of Directors. The agenda as stated in AGM Notice is:

To declare the final dividend on Equity Shares for the Financial Year ended 31st March, 2026 of Rs. 2.50 per fully paid-up equity shares.

I now move the following resolution as an Ordinary Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically.

Item No. 3:

The third agenda is put forth for retirement by rotation of a director who has been the longest in the office is mandatory by the Companies Act, 2013. The agenda as stated in AGM Notice is:

To appoint a Director in place of Shri. Deepak Rameshchandra Shah (DIN–06954206) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

I now move the following resolution as an Ordinary Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically.

Item No. 4:

The fourth agenda pertains to ratification of the remuneration of the Cost Auditor, Shri. Dakshesh H. Zaveri. The agenda is as follows:

Ratification of Cost Auditor Remuneration

I now move the following resolution as an Ordinary Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically.

Item No. 5:

The next agenda item is pertaining to Approval of Remuneration to be paid to Shri. Hiren M. Shah (DIN-00071077), Executive Chairman of the Company. The agenda as stated in AGM Notice is:

Approval of Remuneration to be paid to Shri. Hiren M. Shah (DIN-00071077), Executive Chairman of the Company

I now move the following resolution as Special Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically.

		Item No. 6: The next agenda item is pertaining to Approval of Remuneration to be paid to Shri. Bharat M. Shah (DIN-00071248), Managing Director of the Company. The agenda as stated in AGM Notice is ***Approval of Remuneration to be paid to Shri. Bharat M. Shah (DIN-00071248), Managing Director of the Company:*** I now move the following resolution as Special Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically. **Item No. 7:** The next agenda item is pertaining to Approval of Remuneration to be paid to Shri. Viraj M. Shah (DIN-00071616), Managing Director of the Company. The agenda as stated in AGM Notice is ***Approval of Remuneration to be paid to Shri. Viraj M. Shah (DIN-00071616), Managing Director of the Company*** I now move the following resolution as Special Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically. **Item No. 8:** The next agenda item is pertaining to Approval for Increment in Remuneration of Shri. Purav Hiren Shah (DIN: 00123460), as the CEO, Whole Time Director and CFO of the Company. The agenda as stated in AGM Notice is ***Approval for Increment in Remuneration of Shri. Purav Hiren Shah (DIN: 00123460), as the CEO, Whole Time Director and CFO of the Company.*** I now move the following resolution as Special Resolution, Shareholders who have not casted their vote through remote e-voting may cast their vote now electronically.
4.	**Smt. Anuradha Tendulkar**	The Company has received Seven request from Mr. Bharat Shah, Mrs. Smita Shah, Mr Satish Shah, Mr. Yusuf Yunus Rangwala, Mr. Balasubramaniam G Prakash, Mr. Rajendra Sheth and Mrs. Lekha shah to register them as speaker at the meeting. I request the shareholders to please ask their queries.
5	**Mr. Rajendra Sheth, Shareholder**	I appreciate the performance and efforts of the Company and convey my best wishes for its continued growth and success. I am in favour of all the resolutions proposed at the Meeting. I would also like to thank the Chairman for providing me with the opportunity to participate in the Annual General Meeting.
6	**Shri. Bharat Shah**	Thank you, Mr. Rajendra Sheth, for your kind words and wishes.

7	**Smt. Anuradha Tendulkar**	Thankyou, I would now request the shareholders to ask their queries or seek clarifications one by one. All the agenda item of the Notice were taken up. Now, members may exercise the e-voting. Members may note that the voting on the NSDL platform will continue to be available for the next 15 minutes. Therefore, members who have not cast their vote yet are requested to do so. The Board of Directors has appointed Ms. Anuja Parikh, Practicing Company Secretary, Parikh & Associates as the scrutinizer to supervise the e-voting process. I would now request Chairman sir to give his concluding remarks
8.	**Shri. Bharat Shah**	I wish to place on record our appreciation to all of you and to the stakeholders and to all our employees for their dedicated and sincere service. Further, I hereby authorize the Company Secretary, to declare the result of the voting and place the results on the website of the Company at the earliest. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes. I hereby authorize the Company Secretary to sign the proceedings of the meeting and counter sign the Scrutinizer report and submit the same on the Stock Exchange. With your permission, myself and other directors will leave the meeting. The e-voting will continue for 15 minutes now. Thank you all for attending the meeting and I hereby declare the proceedings as closed. Thank you very much.
9.	**Smt. Anuradha Tendulkar**	**STAY SAFE, STAY HEALTHY AND TAKE CARE. THANK YOU!**

The Meeting concluded at 5:02 p.m.