



**THE RUBY MILLS LIMITED**



**EXTRA-ORDINARY GENERAL MEETING**  
**THROUGH VIDEO CONFERENCING ("VC") /**  
**OTHER AUDIO VISUAL MEANS ("OAVM")**  
**ON**  
**MARCH 26, 2026 AT 03:30 P.M.**

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**THE RUBY MILLS LIMITED**

Registered Office Ruby House, J K Sawant Marg, Dadar West, Mumbai 400028, India | CIN L17120MH1917PLC000447  
T (+91 22) 24387800 / 30997800 | E info@rubymills.com | W www.rubymills.com

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## THE RUBY MILLS LIMITED

### Chairman Emeritus

Smt. Aruna Manharlal Shah

### Board of Directors

Shri Hiren Manharlal Shah, Executive Chairman  
Shri Bharat Manharlal Shah, Managing Director  
Shri Viraj Manharlal Shah, Managing Director  
Shri Purav Hiren Shah, Executive Director  
Shri Mehernosh R. Currawalla, Non Executive Independent Director  
Smt Jasvanti A. Patel, Non Executive Independent Director  
Shri Rahul G. Divan, Non Executive Independent Director  
Shri Deepak R. Shah, Non Executive Non-Independent Director  
Shri Gurudas Aras, Non Executive Independent Director  
Shri Paras K. Savla Non Executive Independent Director

### Chief Executive Officer & Chief Financial Officer\*

Shri Purav Hiren Shah

### Company Secretary & Compliance Officer

Ms. Anuradha Tendulkar

### Solicitors

Federal & Company  
Rashmikant & Partners

### Statutory Auditors

M/s. C N K & Associates LLP, Chartered Accountants, Mumbai

### Internal Auditors

M/s. Aneja & Associates, Chartered Accountants, Mumbai

### Secretarial Auditors

M/s. Vikas R. Chomal and Associates, Practicing Company Secretaries, Mumbai

### Cost Auditors

Mr. Dakshesh Hiralal Zaveri, Mumbai

### Bankers / Term Lenders to the Company

State Bank of India  
Bank of India  
Bank of Baroda

### Registered Office

Ruby House, J. K. Sawant Marg, Dadar West, Mumbai – 400 028,  
Email: [info@rubymills.com](mailto:info@rubymills.com); Phone: +91-22-24387800; Website: [www.rubymills.com](http://www.rubymills.com)

### Plant Locations

Dhamni Complex	Kharsundi Complex
Village Dhamni	Village Kharsundi
Taluka Khalapur	Taluka Khalapur
Dist. Raigad	Dist. Raigad

### Registrar and Share Transfer Agent

Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building  
Opp. Vasant Oasis Makwana Road, Marol Andheri (E), Mumbai – 400 059  
Tel.: 022-62638200, Fax: 022-62638299

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**THE RUBY MILLS LIMITED**

**Regd. Office: Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-28.**

**CIN: L17120MH1917PLC000447**

**Tel No. 022-24387800/30997800, Fax: +91-22-24378125.**

**E-mail id: info@rubymills.com**

**Website: www.rubymills.com**

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**NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting ("EOGM" or "Meeting") of the Members of The Ruby Mills Limited ("Company") will be held on Thursday, March 26, 2026 at 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**SPECIAL BUSINESS**

**APPOINTMENT OF SHRI PARAS K. SAVLA (DIN: 00516639) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** Shri. Paras K. Savla (DIN: 00516639) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27<sup>th</sup> December, 2025 and who holds office upto the date of the ensuing General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and on the basis of the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under and read with Schedule IV of the Companies Act 2013 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI (LODR) Regulations 2015”), as amended from time to time, and on the basis of the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri. Paras K. Savla (DIN: 00516639), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations 2015, as amended from time to time to the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years, with effect from 27<sup>th</sup> December, 2025 up to 26<sup>th</sup> December, 2030.”

**BY ORDER OF THE BOARD OF DIRECTORS OF  
THE RUBY MILLS LIMITED**

**ANURADHA TENDULKAR**  
**Company Secretary & Compliance Officer**  
**ACS No: A55173**

**Registered Office:**

Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-400028

**CIN:** L17120MH1917PLC000447

**Tel:** (+91 22)- 24387800 30997800 **E-mail:** [info@rubymills.com](mailto:info@rubymills.com)

**Website:** [www.rubymills.com](http://www.rubymills.com)

**Date:** February 13, 2026

**Place:** Mumbai

**As per aforesaid MCA Circulars, members can vote on the resolution only through remote e-voting process, hence members are requested to read the e-voting process and other instructions as set out in this notice carefully.**

## NOTES

1. The Extra Ordinary General Meeting (EGM) of the Company is convened through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without physical presence of the Members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with notifications and General Circulars issued by Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as ‘MCA Circulars’).

Further, Securities and Exchange Board of India (“SEBI”), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 (“SEBI Circulars”) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

2. The deemed venue for the EOGM will be the Registered Office of the Company, i.e. Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-28.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and the details in terms of Regulations 36(3) of the Listing Regulations and SS-2 for the proposed resolution is annexed hereto and forms part of this EOGM Notice.
4. Pursuant to the provisions of the act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EOGM is being held pursuant to the MCA Circulars through VC or OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this EOGM and hence the proxy form, attendance slip and route map of EOGM are not annexed to this Notice. The Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
6. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 (the Act).
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the EOGM will be provided by NSDL.
8. In compliance with the MCA circulars, the EOGM Notice is being sent only by electronic mode to those Members, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date of **Thursday, March 19, 2026** and whose e-mail addresses are registered with the Company/RTA/Depositories. For members who have not registered their email ids, please follow instructions forming part of this Notice.
9. Members may note that the Notice of EOGM shall also be available on the website of the Company at [www.rubymills.com](http://www.rubymills.com) , websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

11. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company. It may be noted that any service request can be processed only after the folio is KYC compliant.

12. SEBI vide circular dated 3<sup>rd</sup> November 2021 and December 14, 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1<sup>st</sup> April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website [www.rubymills.com](http://www.rubymills.com).

In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

13. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company or Company's Registrar & Share Transfer Agents, M/s Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol Andheri (E), Mumbai - 400 059. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EOGM. Members seeking inspection of the documents referred to in the Notice or Statement may send their requests to [info@rubymills.com](mailto:info@rubymills.com) from

their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

#### **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM to be held on Thursday, March 26, 2026. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the EOGM will be provided by NSDL. The Company is pleased to provide members facility to exercise their right to vote at the EOGM to be held on Thursday, March 26, 2026 by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). 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 e-mail address in their demat accounts in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Monday, 23<sup>rd</sup> March, 2026 (9.00 a.m. IST) and ends on Wednesday, 25<sup>th</sup> March, 2026 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 19<sup>th</sup> March, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 19<sup>th</sup> March, 2026.**

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting 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.
  - 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <a href="mailto:cs@parikhassociates.com">cs@parikhassociates.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> .
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
3. 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 <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> to reset the password.
4. 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 <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>

1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **Thursday, March 19, 2026**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the e-voting, as well as voting at the meeting. The members who have not cast their vote on the resolutions through remote e-voting shall be entitled to vote at the meeting on such resolutions.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Thursday, March 19, 2026**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of

the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Thursday, March 19, 2026** may follow steps mentioned in the Notice of the EOGM under “Access to NSDL e-Voting system”.

2. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the EOGM and Members participating at the EOGM, who have not already cast their vote on the resolutions by remote e-Voting, will be eligible to exercise their right to vote on such resolutions during the proceedings of the EOGM.
3. The Members who have cast their votes through remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their votes again on such resolutions.
4. Smt. Anuja Parikh (FCS: 13520) or failing her Smt. Urvashi Pandya (FCS No. 11797) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting of the EOGM, unblock the votes cast through remote e-voting prior to the EOGM and e-voting during the EOGM and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
6. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at [www.rubymills.com](http://www.rubymills.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman and the same shall be communicated to the NSE & BSE Limited where the shares of the Company are listed.

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

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@rubymills.com](mailto:info@rubymills.com) . The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at theMeeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [info@rubymills.com](mailto:info@rubymills.com) from Monday 16<sup>th</sup> March, 2026 (09.00 a.m. IST) to Wednesday 18<sup>th</sup> March, 2026 (05.00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be



allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

7. Members who need assistance before or during the EOGM may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800 1020 990 /1800 224 430 or contact Mr. Amit Vishal, Asst. Vice President- NSDL at or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**BY ORDER OF THE BOARD OF DIRECTORS OF  
THE RUBY MILLS LIMITED**

**ANURADHA TENDULKAR**  
**Company Secretary & Compliance Officer**  
**ACS No: A55173**

**Registered Office:**

Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-400028

**CIN:** L17120MH1917PLC000447

**Tel:** (+91 22)- 24387800 30997800 **E-mail:** [info@rubymills.com](mailto:info@rubymills.com)

**Website:** [www.rubymills.com](http://www.rubymills.com)

**Date:** February 13, 2026

**Place:** Mumbai

**THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATIONS 36(3) & 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

**Appointment of Shri Paras Savla (DIN: 00516639) as an Independent Director of the Company.**

The Board of Directors of the Company had appointed Shri Paras Savla (DIN: 00516639), based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company w.e.f December 27, 2025. Subject to the approval of the Members, Shri. Savla was appointed as an Independent Director for a term of 5 years from December 27, 2025 to December 26, 2030, not liable to retire by rotation. In terms of Section 161(1) of the Act, Shri Paras Savla, being an Additional Director, holds office subject to the approval of shareholders under Section 161(1) of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and is eligible for appointment as an Independent Director.

Shri Paras Savla , aged 51 years is a Chartered Accountant from Institute of Chartered Accountants of India (ICAI) and Institute of Chartered Accountants of England and Wales (ICAEW) and he is cleared IBBI, ICAEW, ICAI, CFE and Bachelor of Commerce - Mumbai University. He has over two & half decades career spinning with a extensive expertise and an illustrious background and have served trusted advisor to numerous corporate, non-corporate entities and NGOs. He had Advised extensively in domestic and international taxation, investment strategies, transaction structuring, valuation, mergers, demergers, acquisitions, insolvency resolution, direct tax litigations, CSR and ESG. His deep understanding of the Indian tax and regulatory environment enhances his ability to provide strategic insights to the business. He had worked with one of the Big Four accounting firms in Transaction Tax Services.

The Nomination and Remuneration Committee and Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with him:

Area of skills/expertise/competence: spinning with a extensive expertise and an illustrious background and have served trusted advisor to numerous corporate, non-corporate entities and NGOs. He had Advised extensively in domestic and international taxation, investment strategies, transaction structuring, valuation, mergers, demergers, acquisitions, insolvency resolution, direct tax litigations, CSR and ESG. His deep understanding of the Indian tax and regulatory environment enhances his ability to provide strategic insights to the business.



The Company has received a declaration from Shri Paras Savla confirming that he meets the criteria of independence under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties

Further, the Company has also received from him the consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also submitted a Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received a notice in writing u/s 160 of the Act from a member proposing the candidature of him to be appointed as Director of the Company.

In the opinion of the Board, Shri Paras Savla fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations, for his appointment as an Independent Director of the Company and he is Independent of the management.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday). His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

The Board recommends the Special Resolution, as set out in Item No. 1 of the Notice, for approval by the Members.

Shri Paras Savla is concerned or interested in the said resolution as it relates to his appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested.

**For THE RUBY MILLS LIMITED**

**ANURADHA TENDULKAR**  
**Company Secretary & Compliance Officer**  
**ACS No: A55173**  
**Date: February 13, 2026**  
**Place: Mumbai**

**THE RUBY MILLS LIMITED**

Registered Office Ruby House, J K Sawant Marg, Dadar West, Mumbai 400028, India | CIN L17120MH1917PLC000447  
T (+91 22) 24387800 / 30997800 | E info@rubymills.com | W www.rubymills.com

**INFORMATION AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of the Director</b>	Shri Paras Savla
<b>DIN</b>	00516639
<b>Date of first appointment on the Board</b>	27.12.2025
<b>Age</b>	51 years
<b>Nationality</b>	Indian
<b>Qualification</b>	Chartered Accountant from Institute of Chartered Accountants of India (ICAI) and Institute of Chartered Accountants of England and Wales (ICAEW) and he is cleared IBBI, ICAEW, ICAI, CFE and Bachelor of Commerce - Mumbai University.
<b>Expertise/Experience in specific functional area</b>	He has over two & half decades career spinning with a extensive expertise and an illustrious background and have served trusted advisor to numerous corporate, non-corporate entities and NGOs. He had Advised extensively in domestic and international taxation, investment strategies, transaction structuring, valuation, mergers, demergers, acquisitions, insolvency resolution, direct tax litigations, CSR and ESG. His deep understanding of the Indian tax and regulatory environment enhances his ability to provide strategic insights to the business. He had worked with one of the Big Four accounting firms in Transaction Tax Services.
<b>Terms and conditions of Appointment</b>	Appointment as an Non-executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from December 27, 2025 to December 26, 2030, not liable to retire by rotation.





	Abans Enterprises -Chairman in Audit committee and Chairman in Stakeholder's Relationship Committee
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**For THE RUBY MILLS LIMITED**

**ANURADHA TENDULKAR**  
**Company Secretary & Compliance Officer**  
**ACS No: A55173**

**Date: February 13, 2026**  
**Place: Mumbai**