



Date: 27<sup>th</sup> September, 2023

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

**Sub: Proceedings of the 107<sup>th</sup> Annual General Meeting ('AGM') of the Company held on Wednesday, 27<sup>th</sup> September, 2023, at 4:00 P.M.**

This is to inform you that the members of The Ruby Mills Limited ("The Company") at the 107<sup>th</sup> Annual General Meeting (AGM) held on Wednesday, 27<sup>th</sup> September, 2023 at 4:00 PM transacted the business as stated in the AGM notice.

The Company provided remote e-voting facility at the AGM to its members in respect of the business to be transacted at AGM and e-voting facility at the meeting. With respect to 107<sup>th</sup> AGM, please find enclosed the Summary of proceedings of the AGM of the Company, as required under Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), attached and marked as **Annexure - 1**.

The AGM was concluded at 6.00P.M.

Kindly take the same on your records.

Thanking you,  
Yours faithfully,

**For THE RUBY MILLS LIMITED**

ANURADHA  
NISHIKANT  
TENDULKAR

Digitally signed by  
ANURADHA  
NISHIKANT  
TENDULKAR  
Date: 2023.09.27  
20:27:53 +05'30'

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

**THE RUBY MILLS LIMITED**

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

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## ANNEXURE - 1

### Gist of Proceedings of the 107<sup>th</sup> Annual General Meeting of The Ruby Mills Limited

#### 1. Date, time and venue of the Meeting:

The 107<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 27<sup>th</sup> September, 2023 at 4:00 P.M. (I.S.T.) at The Ruby, Lobby level, 29 Senapati Bapat Marg, Dadar W, Mumbai - 400028.

#### 2. Proceedings in brief:

1. Ms. Anuradha Tendulkar, the Company Secretary and Compliance Officer of the Company welcomed all the members at the meeting and introduced Smt. Aruna Manharlal Shah, the Chairman Emeritus, Mr. Rishabh Shah as the President of the Company and also introduced to all the Directors present at the meeting along with the Statutory Auditor, Secretarial Auditor and the Scrutinizer.
2. Shri Hiren M. Shah chaired the proceedings of the Meeting and welcomed all the Members.
3. The Chairman then confirmed that the requisite quorum is present and announced the formal commencement of the meeting.
4. Thereafter, the Company Secretary requested Shri Hiren M. Shah, Executive Chairman of the Company to address the shareholders. Chairman apprised all the Members on the corporate developments during the year and overall performance of the company.
5. With the consent of the shareholders present at the meeting, the Notice and explanatory Statement of the 107<sup>th</sup> AGM, Statutory Auditors Report and Secretarial Audit Report were taken as read.
6. The Company Secretary informed the members that M/s. MMJB & Associates, Practicing Company Secretary, was appointed as the scrutinizer for the purpose of scrutinizing the e-voting at the Meeting and remote e-voting process. Necessary instructions regarding e-voting were also given to the members in the notice of the AGM. The Company Secretary also informed that the statutory registers and the relevant documents referred to in the Notice were available for inspection for the members at the venue of the meeting.
7. The following items of business as set out in the Notice convening the 107<sup>th</sup> Annual General Meeting were recommended for members' consideration and approval.

#### **Ordinary Business**

- A. 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 Reports of the Board of Directors and Auditors thereon.
- B. Ordinary Resolution:** To declare the final dividend on Equity shares for the Financial Year ended 31<sup>st</sup> March, 2023.
- C. 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

### Special Business

- D. Ordinary Resolution:** Ratification of Cost Auditor Remuneration for the financial year 2023-24
- E. 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 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31<sup>st</sup> March 2027.
- F. 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 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027
- G.** 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 1st April 2024 up to 31st March 2029 and approval of his remuneration for a period of three years with effect from 1st April 2024 up to 31st March 2027.
- H.** Continuation of term of Shri. Shardul Thacker (DIN: 00153001) as an Independent Director, Non-Executive Director due to attainment of age of 75 years
8. Members were also given the opportunity to ask questions and seek clarifications. The members raised queries, sought clarifications and gave their suggestions. The management provided necessary clarifications and addressed all the queries raised by the members.
9. The Company Secretary informed the members that e-voting results will be declared within two working hours from the conclusion of the general meeting and the same will be published on the Stock Exchanges, website of the Company.

### 3. Voting by members

The Company had provided remote e-voting facility to its members to cast votes electronically, for all the 8 items of business set out in the notice from 24<sup>th</sup> September, 2023 (9:00 AM) to 26<sup>nd</sup> September, 2023 (5:00 PM).

Further, the facility for e-voting was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting. Voting was conducted by e-voting on all the resolutions as set out in the AGM Notice. All the e-voting instructions were clearly stated in the AGM Notice.

The Meeting was concluded with a Vote of thanks at 6.00 PM

You are requested to kindly take the above information on record.

### For THE RUBY MILLS LIMITED

ANURADHA  
NISHIKANT  
TENDULKAR

Digitally signed by  
ANURADHA NISHIKANT  
TENDULKAR  
Date: 2023.09.27  
20:28:32 +05'30'

**Anuradha Tendulkar**

**Company Secretary and Compliance Officer**

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