



Date: 30th April, 2025

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| 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 | To, Dy. General Manager Marketing Operations (Listing) The Bombay Stock Exchange Ltd. P. J. Towers, 25th Floor, Dalal Street, Fort, Mumbai-400 001 Code: 503169 |
|---|--|

Subject: Intimation pursuant to Regulation 30 and 46 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

In accordance with the Regulation 30 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated 30th April 2025 (including instructions for e-voting) seeking approval of Members through remote e-voting only (Voting through Electronic means) for the following items:

| Sr. | Particulars | Resolution |
|-----|---|------------|
| 1 | Re appointment of Mrs. Jasvanti Amar Patel as an Independent Director (DIN: 08717159) | Special |

The voting period begins on 9:00 a.m. IST on Thursday 1st May 2025 and ends on 5:00 p.m. IST on Friday 30th May 2025.

The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday 25th April 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders to cast their votes electronically.

The above-mentioned notice is also available at the website of the Company at www.rubymills.com.

Thanking You Yours Faithfully

For **THE RUBY MILLS LIMITED**

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
T (+91 22) 24387800 / 30997800 | E info@rubymills.com | W www.rubymills.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following resolution:

| Sr. No | Particulars | Resolution |
|---------------|---|-------------------|
| 1 | Re appointment of Mrs. Jasvanti Amar Patel as an Independent Director (DIN: 08717159) | Special |

An explanatory Statement pursuant to provisions of Section 102 and 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and reasons thereof, form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation, 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company/Depository Participant (“DP”).

The Board of Directors (“Board”) of the Company, through Circular resolution decided on Wednesday, 30th April, 2025, has appointed Mr. Saurabh Agarwal (COP No. 20907) and failing him Mr. Omkar Dindorkar (COP No: 24580) Partners, M/s. MMJB & Associates LLP, Practicing Company Secretaries Firm as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company has provided remote e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting. The instructions for e-voting are appended to this Postal Ballot Notice under the head ‘Instructions for e-voting’, which the members are requested to read carefully.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

| | |
|--------------------------------------|--|
| Commencement of e-voting period | 9:00 a.m. IST on Thursday, 1 st May, 2025 |
| Conclusion of e-voting period | 5:00 p.m. IST on Friday, 30 th May, 2025 |
| Cut-off date for eligibility to vote | 25 th April, 2025 |

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on 30th May, 2025 and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days of the conclusion of the e-voting period i.e. on or before 5.00 PM IST on 3rd June, 2025. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 30th May, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Resolution No. 1:

REAPPOINTMENT OF MRS. JASVANTI AMAR PATEL (DIN: 08717159) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provision read with Schedule IV, and any other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”), and any other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Articles of Association of the Company and such other approval(s), consent(s) or permission(s), as may be required, Mrs. Jasvanti Patel (DIN: 08717159), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from March 4, 2020 upto March 3, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from March 4, 2025 upto March 3, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mrs. Jasvanti Patel (DIN: 08717159) shall be entitled to receive such Sitting fees/commission as permitted to be received in the capacity of Non-



Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.”

Registered office: Ruby House, J. K. Sawant
Marg, Dadar (W), Mumbai-28

Website: www.rubymills.com
Email: info@rubymills.com
Place: Mumbai
Date: April 30th, 2025

By Order of the Board of Directors
For **The Ruby Mills Limited**
Sd/-

Anuradha Tendulkar
Company Secretary and Compliance Officer
Membership Number :F55173

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) and Section 110 of the Act, as amended read with Regulation 36 and 44 of the SEBI Listing Regulations, and SS-2, which sets out material facts and details relating to the proposed resolutions mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Notice.
2. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with the Rules and the MCA Circulars, this Postal Ballot Notice of the Bank is being sent only through email and has extended only the remote e-voting facility for its Members, to enable them to cast their votes through remote e-voting electronically instead of submitting the Postal Ballot form. The instructions for remote e-voting are appended to this Notice of Postal Ballot.
3. In compliance with the applicable regulatory requirements, this Postal Ballot Notice is being sent only by electronic mode to those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cutoff date, i.e. 25th April, 2025 and whose e-mail addresses are registered with the Company / Depositories. Please also note that those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.rubymills.com , websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
5. In accordance with the applicable regulatory requirements, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote evoting only. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
6. The voting rights of members shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on 25th April, 2025, being the cut-off date fixed for the purpose.
7. The voting through electronic means will commence on Thursday, 1st May 2025 at 09:00 A.M. (IST) and will end on Friday 30th May, 2025 at 05:00 P.M. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 30th May, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
9. A Member cannot exercise his/her vote by proxy on Postal Ballot.
10. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.

11. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
12. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is M/s Bigshare Services Private Limited. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s. Bigshare Services Private Limited .

Add.: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East)

Tel: +02262638200

Email: info@bigshareonline.com

DETAILS OF SCRUTINIZER AND VOTING RESULTS

13. The Company has appointed Mr. Saurabh Agarwal (Certificate of Practice No. 20907) and failing him Mr. Omkar Dindorkar (COP No: 24580) Partners of M/s. MMJB & Associates LLP Practicing Company Secretaries Firm as scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner. They have given their consent for such an appointment.
14. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him after the completion of scrutiny of remote e-voting and the results of voting by postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before 3rd June, 2025 and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”) and the Registrar and Share Transfer Agent (RTA) and will also be displayed on the Company’s website www.rubymills.com and on the website of NSDL www.evoting.nsdl.com.
15. Non-individual Members (i.e. Institutional/Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Company and the Scrutinizer at scrutinisers@mmjc.in with a copy marked to cs@rubymills.com.
16. The relevant documents referred to in the Notice and the explanatory statement shall be made available for inspection electronically without any fees from the date of circulation of this notice till the period of conclusion of the remote e-voting. Members seeking to inspect these documents can send an e-mail to cs@rubymills.com mentioning their name, client ID, DP ID until the last date of the conclusion of the remote e-voting.
17. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Anuradha Tendulkar, Company Secretary and Compliance Office at Email: info@rubymills.com or for any query/grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to NSDL at email id: evoting@nsdl.co.in. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Member.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular dated 11 July 2023 issued by SEBI on remote e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolutions set-forth in this Notice of Postal Ballot, through remote e-voting only.

I. Information relating to remote e-voting:

- i. Commencement of remote evoting:
- ii. End of remote evoting:
- iii. The remote e-voting will not be allowed before or beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.
- iv. Voting rights through e-voting cannot be exercised by a proxy.
- v. Instructions relating to remote e-voting:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service |

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|---|---|
| | <p>provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, |

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| | 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. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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 |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| 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.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 cs@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 cs@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 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.
5. SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at <https://www.apollopipes.com/forms-investor-service-request#investor>.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Resolution No. 1

Brief Profile of Mrs. Jasvanti Patel is as follows:

The Nomination and Remuneration Committee and Board in their meeting held on 13th February, 2025. The Board believes that, Mrs. Jasvanti Patel is a BA Hons. Linguistics & Education from University of East London, Completed (CELTA)- Certificate of English Language and Teaching to Adult. With this objective in mind, the Committee and Board have decided to re-appoint Mrs. Jasvanti Patel as a Non-Executive Independent Director to provide expert guidance and support management in these areas.

In the opinion of the Board and the Nomination and Remuneration Committee her skills, experience and expertise is desirable and could be to the benefit of the Company and therefore the Board of Directors have approved her reappointment as proposed in the resolution set out at Item No. 1 in the accompanying Notice, for the shareholders' approval.

The Company has also received consent from Mrs. Jasvanti Patel to act as a Director in terms of Section 149 (6) and 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being reappointed as a Director in terms of Section 164 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

Further, Mrs. Jasvanti Patel has confirmed that she 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 as a Director of the Company. Mrs. Jasvanti Patel has also confirmed that she is not debarred from holding the office of a director by virtue of order passed by SEBI or any other such authority.

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

In line with the Company's Nomination and Remuneration policy Mrs.. Jasvanti Patel will be entitled to receive commission (subject to the approval of the members) and sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings and Committee Meetings if any. A copy of the draft letter of appointment of Mrs. Jasvanti Patel as a Non-Executive Independent Director setting out the terms and conditions is available for inspection to shareholders upon their request in the manner as specified in this Notice.

Except Mrs.Jasvanti Patel, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the special resolution as set out in this Notice.

The Board of Directors recommends the resolution as set out in item no. 1 of this Notice for approval of the Members by way of a Special Resolution.

Annexure A
Additional information on Directors recommended for appointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

| | |
|--|--|
| Name of the Director | Mrs. Jasvanti Patel |
| Director Identification Number | (08717159) |
| Age | 60 years |
| Date of first appointment on the Board | 4 th March 2020 |
| Relationship with other Directors, Manager and Key Managerial Personnel | Not related to any of the Directors, Managers and Key Managerial Personnel of the Company. |
| Experience: | Please refer to the explanatory statement. |
| Qualification(s): | |
| Nature of expertise, skills and capabilities in specific functional areas: | |
| Terms and conditions of appointment or reappointment | Reappointment as a Non-Executive, Independent Director for a term of 5 years with effect from 4 th March, 2025 up to 3 rd March, 2030, not liable to retire by rotation. |
| Details of remuneration sought to be paid | Rs. 60,000 |
| Remuneration last drawn (including sitting fees) | Rs.1,20,000 |
| Number of meetings of the Board attended during the financial year 2024-25 (up to the date of dispatch of Postal Ballot notice) | 2 |
| Board Membership in other Indian listed companies and from which the Director has resigned in the past three years as on the date of this postal ballot notice | NIL |
| Chairmanship / membership of committees in other Indian listed companies as on the date of this postal ballot notice | NIL |
| Directorships in other companies | NIL |
| Name of the entity in which the Director holds committee membership / Chairmanship | The Ruby Mills Limited |
| Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner. | - |
| Performance evaluation report of such Director or summary thereof | Mrs. Jasvanti has consistently demonstrated exceptional skills and expertise. Her contributions have been instrumental in driving the company's growth, ensuring it progresses in the right direction. Through her strategic insights, innovative approach, and in-depth knowledge, she has played a key role in the company's success, fostering growth and development as required |



Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committees of the Indian Companies have been considered

Registered office: Ruby House, J. K. Sawant
Marg, Dadar (W), Mumbai-28

Website: www.rubymills.com

Email: info@rubymills.com

Place: Mumbai

Date: April 30th, 2025

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

Sd/-

Anuradha Tendulkar

Company Secretary and Compliance Officer

Membership Number :F55173