Date :2nd September, 2026

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

Sub :- Notice of 110th Annual General Meeting of the members of the Company scheduled on 24th September,2026 .

Dear Sir/ Madam,

In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 110th Annual General Meeting of the members of the Company scheduled to be held on 24th September,2026 at 4:30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Notice is also uploaded on the Company's website at www.rubymills.com

Kindly take the above information on record.

Thanking you.

For THE RUBY MILLS LIMITED

ANURADHA NISHIKANT TENDULKAR

Digitally signed by ANURADHA NISHIKANT TENDULKAR
Date: 2026.09.02 15:31:23 +05'30'

Anuradha Tendulkar
Company Secretary and Compliance Officer
Mem. No :- A55173

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

NOTICE

Notice is hereby given that the One Hundred and Tenth Annual General Meeting ("AGM" or "Meeting") of the Members of The Ruby Mills Limited ("Company") will be held on Thursday, 24th September, 2026 at 04:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2026 together with the Report of the Board of Directors and Auditors thereon.

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

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

SPECIAL BUSINESS

4. **Ratification of Cost Auditor Remuneration**

   To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Company hereby ratifies the remuneration of Rs. 3,75,000 (Rupees Three Lakh and Seventy-Five Thousand Only) plus taxes, if any, as applicable and re-imbursement of out of pocket expenses, payable to Shri. Dakshesh H. Zaveri, Cost Accountant, (Firm Registration Number-102183), who has been appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records of the Company's Textile manufacturing units at Dhamni and Kharsundi Plant unit for the financial year 2026-27."

   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.

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

   To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, approval of the Members be and is hereby accorded to the payment of remuneration to Shri Hiren M. Shah, Executive Chairman of the Company, on the terms and conditions as approved by the Nomination and Remuneration Committee and the Audit Committee and as set out in the Explanatory Statement annexed to the Notice, as follows:

- ₹ 18,00,000/- (Rupees Eighteen Lakhs only) per month for the period from 1st April, 2027 to 31st March, 2028; and
- ₹ 21,60,000/- (Rupees Twenty-One Lakhs Sixty Thousand only) per month for the period from 1st April, 2028 to 31st March, 2029; plus perquisites and benefits as detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri. Hiren M. Shah notwithstanding that in any financial year of the Company during his tenure as Executive Chairman, the Company has made no profits or profits are inadequate."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or reenactment thereof in force."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally 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."

6. **Approval of Remuneration to be paid to Shri. Bharat M. Shah (DIN-00071248), Managing Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, approval of the Members be and is hereby accorded to the payment of remuneration to Shri. Bharat M. Shah (DIN-00071248), Managing Director of the Company on the terms and conditions as approved by the Nomination and Remuneration Committee and the Audit Committee and as set out in the Explanatory Statement annexed to the Notice, as follows:

- ₹ 18,00,000/- (Rupees Eighteen Lakhs only) per month for the period from 1st April, 2027 to 31st March, 2028; and
- ₹ 21,60,000/- (Rupees Twenty-One Lakhs Sixty Thousand only) per month for the period from 1st April, 2028 to 31st March, 2029;

plus perquisites and benefits as detailed in the Explanatory Statement annexed to the Notice.

"**RESOLVED FURTHER THAT** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri. Bharat M. Shah notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or reenactment thereof in force."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally 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."

7. Approval of Remuneration to be paid to Shri. Viraj M. Shah (DIN-00071616), Managing Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, approval of the Members be and is hereby accorded to the payment of remuneration to Shri. Viraj M. Shah (DIN-00071616), Managing Director of the Company on the terms and conditions as approved by the Nomination and Remuneration Committee and the Audit Committee and as set out in the Explanatory Statement annexed to the Notice, as follows:

- ₹ 18,00,000/- (Rupees Eighteen Lakhs only) per month for the period from 1st April, 2027 to 31st March, 2028; and
- ₹ 21,60,000/- (Rupees Twenty-One Lakhs Sixty Thousand only) per month for the period from 1st April, 2028 to 31st March, 2029;

plus perquisites and benefits as detailed in the Explanatory Statement annexed to the Notice.

"**RESOLVED FURTHER THAT** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri. Viraj M. Shah notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally 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."

8. Approval for Increment in Remuneration of Shri. Purav Hiren Shah (DIN: 00123460), as the CEO, Whole Time Director and CFO of the Company.

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, approval of the Members be and is hereby accorded to the approval of increment in remuneration to Shri., Purav Hiren Shah (DIN: 00123460), CEO, Whole Time Director and CFO the terms and conditions as approved by the Nomination and Remuneration Committee and the Audit Committee and as set out in the Explanatory Statement annexed to the Notice, as follows:

- ₹ 13,33,300 (Rupees Thirteen Lakhs thirty-three thousand and three hundred) per month for the period from August 01st, 2026 plus perquisites and benefits as detailed in the Explanatory Statement annexed to the Notice.

“**RESOLVED FURTHER THAT** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri. Purav Hiren Shah notwithstanding that in any financial year of the Company during his tenure as Whole-Time Director, the Company has made no profits or profits are inadequate.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally 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.”

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 ● Website: www.rubymills.com

Date: 12th August, 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 Annual General Meeting (AGM) 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 AGM 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 AGM Notice.

4. Pursuant to the provisions of the act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice. The Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.

6. Members attending the AGM 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 AGM. 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 AGM will be provided by NSDL.

8. In compliance with the MCA circulars, the AGM Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. 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 AGM shall also be available on the website of the Company at www.rubymills.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") at 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 dematerialization.

    Members may please note that SEBI vide its Master Circular dated February 06, 2026 - 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. Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgment window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialized form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.

13. SEBI vide circular dated 3rd 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 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

    The investor service requests forms for updating 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 .

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

14. 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, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.

    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 Section189 of the Act, will be available electronically for inspection by the members during the AGM. Members seeking inspection of the documents referred to in the Notice or Statement may send their requests to 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 AGM to be held on 24th September, 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 AGM will be provided by NSDL. The Company is pleased to provide members facility to exercise their right to vote at the AGM to be held on 24th September, 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 21st September ,2026(9.00 a.m. IST) and ends on 23rd September, 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. 17th September, 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 17th September,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 **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 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2. 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 3. 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 t he 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. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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. 3. 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. 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 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, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 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 :

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 user 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.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 cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
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 www.evoting.nsdl.com 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 www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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 17th September, 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. 17th September, 2026 may obtain the login ID and password by sending a request at 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 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. 17th September, 2026 may follow steps mentioned in the Notice of the AGM 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 AGM and Members participating at the AGM, 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 AGM.

3. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM 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 AGM, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM 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 and on the website of NSDL 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).

3. 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.**

4. 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.

5. 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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 . The same will be replied by the company suitably.

6. Members who would like to express their views/ask questions as a speaker at the Meeting 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 from 21st September 2026 09.00 a.m. IST) to 23rd September , 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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. Members who need assistance before or during the AGM may contact NSDL on 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 at 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
Website: www.rubymills.com

Date: 12th August, 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

Item No.4

Ratification of Cost Auditor Remuneration

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Shri Dakshesh H. Zaveri of M/s. D.H. Zaveri, Cost Accountants, to conduct the audit of the Cost records of the Company's Textile manufacturing units at Dhamni and Kharsundi for the financial year ending March 31, 2027.

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2026-27, as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

Item No. 5

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

The Board of Directors at their meeting held on 28th May, 2026 on the recommendations of the Nomination and Remuneration Committee and Audit committee approved the remuneration of Shri. Hiren M. Shah, the Executive Chairman of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from 1st April, 2027 up to 31st March, 2029 on such terms and conditions as are mentioned here in under.

Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution in case Company is having inadequate profits. Further, the members are informed that Shri. Hiren M. Shah was appointed as Executive Chairman on 27th September 2023 with effect from 1st April 2024 for a period of five years. Thus, his tenure will end in the year 2029. Thus, the approved remuneration will only be payable for his remaining tenure.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Details of terms of appointment and remuneration payable to Shri Hiren M. Shah are given below:

a) Tenure of Remuneration: From 1st April, 2027 Up to 31st March, 2029

b) Basic Salary inclusive of perquisites: Rs 18,00,000/-per month from 1st April, 2027 to 31st March, 2028 and Rs.21,60,000/- per month from 1st April, 2028 to 31st March, 2029

c) Benefits, Perquisites and Allowances:

   Details of benefits perquisites and allowances are as follows:

   i. **HOUSING:** The Company shall provide free furnished Accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

   ii. **REIMBURSEMENT OF MEDICAL EXPENSES:** Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

iii. **LEAVE TRAVEL CONCESSION:** Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, “Family” includes spouse, dependent children and parents.

iv. **PERSONAL ACCIDENT INSURANCE:** Personal accident insurance cover for self.

v. **CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND:** Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. **LEAVE AND ENCASHMENT OF LEAVE:** As per the Rules of the Company.

vii. **GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND:** As per the Rules of the Company.

viii. **USE OF CAR AND TELEPHONE:** Company maintained car with driver for use on Company’s business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. **REIMBURSEMENT OF EXPENSES:** Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) **Minimum Remuneration:** The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the payment of remuneration of Executive Chairman, for the approval of the members of the Company.

Shri Hiren M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Shri. Bharat M. Shah (Brother), Shri. Viraj M. Shah (Brother), and Shri. Purav H. Shah (Son) in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Hiren M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No. 6

Approval of Remuneration to be paid to Shri. Bharat M. Shah (DIN-00071248), Managing Director of the Company:

The Board of Directors at their meeting held on 28th May, 2026 on the recommendations of the Nomination and Remuneration Committee and Audit committee approved the remuneration of Shri. Bharat M. Shah, the Managing Director of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from 1st April, 2027 up to 31st March, 2029 on such terms and conditions as are mentioned here in under.

Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution in case Company is having inadequate profits. Further, the members are informed that Shri. Bharat M. Shah was appointed as Managing Director on 27th September 2023 with effect from 1st April 2024 for a period of five years. Thus, his tenure will end in the year 2029. Thus, the approved remuneration will only be payable for his remaining tenure.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Details of terms of appointment and remuneration payable to Shri Bharat M. Shah are given below:

a) Tenure of Remuneration: From 1st April, 2027 Up to 31st March, 2029

b) Basic Salary inclusive of perquisites: Rs 18,00,000/-per month from 1st April, 2027 to 31st March, 2028 and Rs.21,60,000/- per month from 1st April, 2028 to 31st March, 2029

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. **HOUSING:** The Company shall provide free furnished Accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. **REIMBURSEMENT OF MEDICAL EXPENSES:** Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, “Family” includes spouse, dependent children and parents.

iii. **LEAVE TRAVEL CONCESSION:** Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, “Family” includes spouse, dependent children and parents.

iv. **PERSONAL ACCIDENT INSURANCE:** Personal accident insurance cover for self.

v. **CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND:** Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. **LEAVE AND ENCASHMENT OF LEAVE:** As per the Rules of the Company.

vii. **GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND:** As per the Rules of the Company.

viii. **USE OF CAR AND TELEPHONE:** Company maintained car with driver for use on Company’s business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. **REIMBURSEMENT OF EXPENSES:** Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) **Minimum Remuneration:** The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the payment of remuneration of Executive Chairman, for the approval of the members of the Company.

Shri Bharat M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Shri. Hiren M. Shah (Brother) and Shri. Viraj M. Shah (Brother) in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Bharat M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No. 7

Approval of Remuneration to be paid to Shri. Viraj M. Shah (DIN-00071616), Managing Director of the Company.

The Board of Directors at their meeting held on 28th May, 2026 on the recommendations of the Nomination and Remuneration Committee and Audit committee approved the remuneration of Shri. Viraj M. Shah, the Managing Director of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from 1st April, 2027 up to 31st March, 2029 on such terms and conditions as are mentioned here in under.

Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution in case Company is having inadequate profits. Further, the members are informed that Shri. Viraj M. Shah was appointed as Executive Chairman on 27th September 2023 with effect from 1st April 2024 for a period of five years. Thus, his tenure will end in the year 2029. Thus, the approved remuneration will only be payable for his remaining tenure.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Details of terms of appointment and remuneration payable to Shri Viraj M. Shah are given below:

a) Tenure of Remuneration: From 1st April, 2027 Up to 31st March, 2029

b) Basic Salary inclusive of perquisites: Rs 18,00,000/-per month from 1st April, 2027 to 31st March, 2028 and Rs.21,60,000/- per month from 1st April, 2028 to 31st March, 2029.

c) Benefits, Perquisites and Allowances:

   Details of benefits perquisites and allowances are as follows:

   i. **HOUSING:** The Company shall provide free furnished Accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

   ii. **REIMBURSEMENT OF MEDICAL EXPENSES:** Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any incurred for self and family, as per the Rules of the Company. For the above purpose, “Family” includes spouse, dependent children and parents.

   iii. **LEAVE TRAVEL CONCESSION:** Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, “Family” includes spouse, dependent children and parents.

   iv. **PERSONAL ACCIDENT INSURANCE:** Personal accident insurance cover for self.

   v. **CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND:** Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

   vi. **LEAVE AND ENCASHMENT OF LEAVE:** As per the Rules of the Company.

   vii. **GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND:** As per the Rules of the Company.

   viii. **USE OF CAR AND TELEPHONE:** Company maintained car with driver for use on Company’s business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

   ix. **REIMBURSEMENT OF EXPENSES:** Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) **Minimum Remuneration:** The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the fixing of remuneration of Executive Chairman, for the approval of the members of the Company.

Shri. Viraj M. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Shri. Hiren M. Shah (Brother) and Shri. Bharat M. Shah (Brother) in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Viraj M. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Item No. 8

Approval of Increment in Remuneration of Shri. Purav Hiren Shah (Din: 00123460), as the CEO, Whole Time Director and CFO of the Company.

The Board of Directors at their meeting held on August 12, 2026 on the recommendations of the Nomination and Remuneration Committee approved the increment in remuneration of Shri. Purav Hiren Shah, the CEO, Whole Time Director and CFO of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from August 01st, 2026 on such terms and conditions as are mentioned here in under.

Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution in case Company is having inadequate profits. Further, the members are informed that Shri. Purav Hiren Shah was appointed as CEO, Whole Time Director and CFO on 23rd, September 2022 with effect from 13th December, 2022 for a period of five years. Thus, his tenure will end in the year 2027. Thus, the approved remuneration will only be payable for his remaining tenure.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Details of terms of appointment and remuneration payable to Shri Bharat M. Shah are given below:

a) Tenure of Remuneration: From August 01st, 2026

b) Basic Salary inclusive of perquisites: 13,33,300/-per month from August 01st, 2026

c) Benefits, Perquisites and Allowances:

Details of benefits perquisites and allowances are as follows:

i. **HOUSING:** The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

ii. **REIMBURSEMENT OF MEDICAL EXPENSES:** Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, “Family” includes spouse, dependent children and parents.

iii. **LEAVE TRAVEL CONCESSION:** Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, “Family” includes spouse, dependent children and parents.

iv. **PERSONAL ACCIDENT INSURANCE:** Personal accident insurance cover for self.

v. **CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND:** Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

vi. **LEAVE AND ENCASHMENT OF LEAVE:** As per the Rules of the Company.

vii. **GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND:** As per the Rules of the Company.

viii. **USE OF CAR AND TELEPHONE:** Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

ix. **REIMBURSEMENT OF EXPENSES:** Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

d) Minimum Remuneration: The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the increment of remuneration of Shri Purav Hiren Shah, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution at Item No. 8 of the Notice in the said resolution except for Shri Purav Hiren Shah along with his relatives, Shri Hiren M. Shah (Father), Shri Bharat M. Shah (Uncle), Shri Viraj M. Shah (Uncle).

However, in the event of inadequacy of profits, during the tenure of Shri Purav Hiren Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

For **THE RUBY MILLS LIMITED**

ANURADHA TENDULKAR
Company Secretary & Compliance Officer
ACS No: A55173

Date: 12th August, 2026
Place: Mumbai

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

<table>
<tr><td>Name of the Director</td><td colspan="2">Shri Deepak Shah</td></tr>
<tr><td>DIN</td><td colspan="2">06954206</td></tr>
<tr><td>Date of first appointment on the Board</td><td colspan="2">14/11/2014</td></tr>
<tr><td>Age</td><td colspan="2">62</td></tr>
<tr><td>Nationality</td><td colspan="2">Indian</td></tr>
<tr><td>Qualification</td><td colspan="2">Practicing Chartered Accountant</td></tr>
<tr><td>Expertise/Experience in specific functional area</td><td colspan="2">He is currently a member of The Institute of Chartered Accountants of India and has a wide experience of more than 30 years in the field of Direct and Indirect Taxation. With this objective in mind, the Committee and Board have decided to appoint Deepak Shah as a Non-Executive Non-Independent Director to provide expert guidance and support the management in these areas, his skills, experience and expertise in the areas of Direct and Indirect Taxation is desirable and could be to the benefit of the Company.</td></tr>
<tr><td>Terms and conditions of Appointment</td><td colspan="2">Appointed as Non-Executive, Non-Independent Director of the Company for a period of 3 (Three) consecutive years commencing from 20th September, 2024 up to 19th September, 2027 (both days inclusive) and his office shall be liable to retire by rotation.</td></tr>
<tr><td>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements and the justification for choosing the appointee for appointment as an Independent Director</td><td colspan="2">Extensive experience of over 30 years in the field of Direct and Indirect Taxation, with strong expertise in providing taxation advisory, regulatory compliance, and strategic guidance to management.</td></tr>
<tr><td>Number of Board meetings attended during 2025-26</td><td colspan="2">7</td></tr>
<tr><td>Last Remuneration Drawn</td><td colspan="2">Not Applicable</td></tr>
<tr><td>Remuneration sought to be paid</td><td colspan="2">Entitled to sitting fee as fixed by the Board for attending meeting(s) of Board / Committee(s).</td></tr>
<tr><td>Relationship between Directors inter-se and the KMPs</td><td colspan="2">There is no relationship between Directors inter-se and the KMPs.</td></tr>
<tr><td>Shareholding in the listed entity, including shareholding as a beneficial Owner.</td><td colspan="2">NIL</td></tr>
<tr><td rowspan="4">Directorships in other companies (including those listed entities/companies from which the person has resigned in the past 3 years)</td><td>Name of Companies</td><td>Category</td></tr>
<tr><td>Marathon Next Gen Realty Limited</td><td rowspan="3">Public Limited company</td></tr>
<tr><td>Siyaram Silk Mills Limited</td></tr>
<tr><td>Bliss Gvs Pharma Limited</td></tr>
<tr><td rowspan="2">Memberships of Committees in companies (including those listed entities from which the person has resigned in the past 3 years)</td><td colspan="2">Marathon Nextgen Realty Limited- Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Risk management Committee</td></tr>
<tr><td colspan="2">Siyaram Silk Mills Limited- Audit Committee, Corporate social Responsibility Committee</td></tr>
</table>

For **THE RUBY MILLS LIMITED**

ANURADHA TENDULKAR
Company Secretary & Compliance Officer
ACS No: A55173

Date: 12th August, 2026
Place: Mumbai

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

Information as required under Part I of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. **(Item No.5 to Item No.8)**

I. GENERAL INFORMATION

1. Nature of Industry:

The Ruby Mills Ltd. is a composite Textile Mill engaged in manufacture of Cotton/Blended Yarn and Fabric. It has two plants located at Village Dhamni & Village Kharsundi, at Khopoli, Taluka Khalapur, Dist. Raigad. The Company's entire Spinning & Weaving plants are at Village Dhamni and fabric processing activity at Village Kharsundi, Khopoli.

2. Date of commencement of commercial production:

The Company was incorporated on 9th January, 1917 and date of commencement of the business is 12th September, 1921.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA

4. Financial performance based on given indicators:

SR. No	Particulars	For the year ended (Rs. In Lakhs)		
		31st March, 2026 Standalone	31st March, 2026 Consolidated	31st March, 2025
1.	Total Revenue	37,615	37,615	26,977
2.	Finance Costs	(1,542)	(1,543)	(475)
3.	Depreciation and Amortization Expense	(2,448)	(2,448)	(1,132)
4.	Profit before Tax	5,304	5,301	5,377
5.	Provision for Tax including Current Tax adjustments of Earlier Years.	(528)	(528)	(652)
6.	Provision for Deferred Tax	(418)	(418)	(493)
7.	Profit after Tax, Prior period and Exceptional Items [(4)+(5+6)]	4,358	4,356	4,231
8.	Other comprehensive income	(4)	(4)	(8)
9.	Total comprehensive income for the period (7+8)	4,353	4,352	4,223

5. Export Performance and net foreign exchange earnings

The Foreign Exchange earned in terms of actual inflows during the year and the foreign actual outgo during the year in terms of actual outflows:

Particulars	Current Year 2025-2026 (in Lakhs)	Previous Year 2024-2025 (in Lakhs)
Value of Direct Imports calculated on CIF Basis:		
(i) Stores, Spares	81.09	73.47
(ii) Raw Materials	1319.48	111.74
(iii) Capital Goods	492.22	17.42
Earnings in Foreign Exchange on account of export of goods:		
Direct Export on FOB Basis	275.17	117.89
Expenditure in Foreign Currency:		
Travelling	86.85	90.89

Other Foreign investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEES:

		Shri. Hiren M. Shah	Shri. Bharat M. Shah	Shri. Viraj M. Shah	Shri. Purav Hiren Shah
1.	**Background details**				
	Age	72 years	66 years	65 years	45 years
	Designation	Executive Chairman	Managing Director	Managing Director	CEO, Whole Time Director and CFO
	Qualification	Licenciate in Textile Mfg.	B. com	B. com	MBA from Bentley College, USA
2.	Past Remuneration	Rs.15,00, 000/-	Rs.15,00, 000/-	Rs.15,00, 000/-	Rs. 10,50,000/-
3.	Recognition or Awards	He is a qualified Textile Technologist from India's premier Institution VJTI and presently, the Executive Chairman of the Company. He has rich and varied experience in management of the Textile Mill for the last 49 years. He was the Chairman of the Mill Owners Association for a period of 3 years until year 2001. Under his tenure as Chairman of Mill Owners Association, he had taken an initiative to convince the Government on restructuring of fiscal levies. He has been appointed as a Member of The Textile Institute International, U.K. He was the Chairman of Bombay Textile Research Association (BTRA). He is the Chairman of Confederation of Indian Textile Industry (CITI).	He has been associated with the Company for the last 45 years having experience in Finance, Administration, Materials Management and Taxation. He has been instrumental for Treasury operations carried out reducing the interest burden on the Company since 2005-2006. He is a permanent invitee on the Mills Owners Association, Mumbai. He was appointed by Bharat Petroleum Ltd. on the Local Advisory Board	He has been associated with Senior Management for the last 44 years. He has been instrumental in revamping the company's Marketing Policy from the traditional system of distribution to the system of Del Credre marketing which has enabled the Company penetrate in local markets, territory wise and further assuring the Company of faster collections against sales. This system has safe guarded the Company's position against Bad debts as the territorial agents i.e. Del Credre are responsible for the sales effected in their territories to various parties. He has been instrumental in developing unique trend setting, finishing of fabrics resulting in improved realization product development as well as unique finishing of fabrics	Mr. Purav H. Shah is the Executive Director of The Ruby Mills Limited, with extensive experience spanning textiles, finance, information technology, real estate and corporate management. He holds an MBA from Bentley College, USA and has been associated with The Ruby Mills Limited for 22 years. He has contributed to streamlining and upgrading the Company's information technology functions and has played a significant role in its finance, IT and real-estate development.

4.	Job profile and Suitability	As an Executive Chairman of the Company and being associated for the last 51 years, he has been responsible for the collaboration with Gygli Textile AG for the Micro Dot Fusible Interlining. He has travelled extensively and is personally responsible for the selection of world class machineries to suit the production of the Company and has been responsible for the wage settlements with the union and has been able to automize and substantially reduced the labour in the last 10 years. He is in control of day to day production and quality output with the highest efficiency for Dhamni and Kharsundi Units and has initiated the shifting of entire Spinning & Weaving operations from Mumbai to Dhamni and Process House to Village Kharsundi.	As the Managing Director of the Company, he is in overall charge of day to-day control of legal, secretarial, taxation, accounts, finance including interaction with Banks and Institutions. The vendor selection and right sourcing of materials at competitive rates is also managed by him. He is overall in charge of administration and the interaction with various local authorities at all levels and the Company's Real Estate Development.	He has been instrumental in the change of marketing system to Del Credre system of marketing and with his vision; the Company has been able to penetrate in the rural market. The marketing workshop organized in rural areas has given further recognition	Shri. Purav Shah, Chief Executive Officer and Chief Financial Officer of the Company is associated with the Company since 2000. He has continuously contributed to streamline and update information technology department of the Company. He has excelled his inputs in Finance, Information Technology and Real Estate
5.	Remuneration proposed (per month)	Rs.18,00,000/- for FY 2027-2028 and Rs.21,60,000/- for FY 2028-2029	Rs.18,00,000/- for FY 2027-2028 and Rs.21,60,000/- for FY 2028-2029	Rs.18,00,000/- for FY 2027-2028 and Rs.21,60,000/- for FY 2028-2029	Rs.13,33,300/- w.e.f August 01st, 2026 to December 12, 2027
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Textile Industry is an age old industry. It is a labour oriented and not a cash rich industry. The remuneration in the industry particularly at the managerial level has always remained very low. The proposed remuneration is lower than the prevailing remuneration package being offered in the corporate world in the country			
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, or other Director, if any	Brother of Shri Bharat Shah, Shri. Viraj Shah Father of Shri. Purav Shah	Brother of Shri. Hiren Shah, Shri. Viraj Shah Uncle of Shri. Purav H. Shah	Brother of Shri. Hiren Shah, Shri. Bharat Shah Uncle of Shri. Purav H. Shah	Son of Shri Hiren Shah, Executive Chairman 2. Relative of Managing Directors: Shri Bharat Shah, Viraj Shah

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

   The profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole .Therefore, the limits specified under Section 197(1) read with Schedule V of the Act and Listing Regulations, may exceed during the term of appointment.

2. Steps taken or proposed to be taken for improvement

   The Company has taken up modernization from time to time. It has implemented the modernization approved under Textile Upgradation Fund Scheme (TUFS). The company has installed a new generation Process House and testing equipments for improved quality of fabrics as per international standards and thereby expands the market base. The Solar initiative of Roof Top and with the Solar Park installation in progress is a step to reduce power cost.

3. Expected increase in productivity and profits in measurable terms

   The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. The productivity is expected to increase during the current years.

IV. DISCLOSURES:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;

2. Details of fixed component. and performance linked incentives along with the performance criteria;

3. Service contracts, notice period, severance fees; and

4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

   All the above disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance" attached to the financial statement.

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

ANURADHA TENDULKAR
Company Secretary & Compliance Officer
ACS No: A55173

Date: August 12, 2026
Place: Mumbai