



Date: September 10, 2025

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

**Sub: Submission of Scrutinizer Report cum voting result for the 109<sup>th</sup> Annual General Meeting under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided electronic voting facility ("remote e-voting") and facility to vote electronically during Annual General Meeting (AGM) to its Members on resolutions set out in the Notice of the 109<sup>th</sup> Annual General Meeting ('AGM') of the Company which was duly convened on 09th September, 2025 at 5.00 P.M. (IST) through Video Conference/ Other Audio Visual Means in compliance with the applicable provisions of the Companies Act, 2013 and the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results and Consolidated Report of the Scrutinizers, dated September 10, 2025 on remote e-voting and e-voting at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer's Report is also available on the website of the Company viz. [www.rubymills.com](http://www.rubymills.com). The AGM was concluded at 5:36 P.M. (IST).

Kindly take the same on your records.

Thanking you,  
Yours faithfully,

**For THE RUBY MILLS LIMITED**

ANURADHA  
NISHIKANT  
TENDULKAR

Digitally signed by  
ANURADHA NISHIKANT  
TENDULKAR  
Date: 2025.09.10 20:15:44  
+05'30'

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

**THE RUBY MILLS LIMITED**

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

# *MMJB & Associates LLP*

## Company Secretaries

803-804, 8<sup>th</sup> Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600  
LLPIN: AAR-9997

### **Consolidated Report of Scrutinizer on Remote e-voting and e-voting at the 109<sup>th</sup> Annual General Meeting ("AGM")**

To,  
The Chairperson,  
The Ruby Mills Limited ("the Company")  
Ruby House, J. K. Samant Marg, Dadar,  
Mumbai - 400028, Maharashtra, India

**Consolidated Scrutinizer's Report on voting through Remote e-voting and e-voting at the 109<sup>th</sup> AGM of the shareholders of the Company, held on Tuesday, September 9, 2025 at 5.00 p.m. IST through video conferencing ("VC")/other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (hereinafter the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations").**

- A. I, Saurabh Agarwal (Membership No. F9290 & Certificate of Practice No. 20907), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on Monday, May 26, 2025 to conduct the Remote e-Voting process and E-Voting during the AGM done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- B. Pursuant to Sections 101 and 108 of the Act and Rule 20 of Companies (Management & Administration) Rules, 2014 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 9/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time ("MCA Circulars"), Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI"), along with other applicable Circulars issued in this regard by SEBI, applicable provisions of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of the Notice along with Explanatory Statement, convening the 109<sup>th</sup> AGM of the Company along with the process of remote e-voting and e-voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes.

- C. The Notice along with explanatory statement of the AGM was sent on August 19, 2025 to those Members whose e-mail addresses were registered with the Company/Depositories and a letter providing web-link for accessing the Integrated Annual Report for the financial year 2024-2025 was sent to those members who have not registered their e-mail IDs and whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on August 15, 2025.
- D. The Company had availed facility of National Securities Depository Limited (“NSDL”) for conducting the remote e-voting and e-voting by the shareholders of the Company during the AGM.
- E. The remote e-voting period commenced on Saturday, September 6, 2025 at 09:00 a.m. IST and ended on Monday, September 8, 2025 at 05:00 p.m. IST and the NSDL remote e-voting portal was blocked for voting thereafter. After the time fixed for closing of e-voting at AGM by the Chairperson, voting was closed and votes cast were unblocked.
- F. Pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and relevant MCA Circulars the Company had published the newspaper advertisements in “Free press Journal” (English), and in “Navashakti” (Marathi) on Tuesday, August 19, 2025.
- G. The Register in accordance with Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or DP ID/Client ID of the members, number of shares held by them, and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- H. On the basis of the votes exercised by the shareholders through Remote e-voting and by way of e-voting at the AGM held on Tuesday, September 9, 2025, I have issued this Scrutinizer’s Report dated September 10, 2025.

<b>Date of AGM</b>	September 9, 2025
<b>Total number of shareholders on record date (i.e., as on Tuesday, September 2, 2025)</b>	13,462
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	6
Public	85

\*The above total number of shareholders and attendance are folio based for the purpose of this report.

**Resolution Item No. 1 - Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>2,20,87,160</b>	<b>88.1806</b>	<b>2,20,87,160</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2.	Public - Institutions	Remote E-Voting	978	978	100.0000	978	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>978</b>	<b>100.0000</b>	<b>978</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
3.	Public-Non-Institutions	Remote E-Voting	83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
		E-Voting at AGM		80	0.0010	80	0	100.0000	0.0000
		<b>Total</b>		<b>5,642</b>	<b>0.0672</b>	<b>5,554</b>	<b>88</b>	<b>98.4403</b>	<b>1.5597</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,780</b>	<b>66.0699</b>	<b>2,20,93,692</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution Item No. 2 - Ordinary Resolution:**

To declare the final dividend on Equity Shares for the Financial Year ended March 31, 2025.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)* 100	[7]=[5]/(2) *100
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>2,20,87,160</b>	<b>88.1806</b>	<b>2,20,87,160</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2.	Public - Institutions	Remote E-Voting	978	978	100.0000	978	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>978</b>	<b>100.0000</b>	<b>978</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
3.	Public-Non- Institutions	Remote E-Voting	83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
		E-Voting at AGM		80	0.0010	80	0	100.0000	0.0000
		<b>Total</b>		<b>5,642</b>	<b>0.0672</b>	<b>5,554</b>	<b>88</b>	<b>98.4403</b>	<b>1.5597</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,780</b>	<b>66.0699</b>	<b>2,20,93,692</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution Item No. 3 - Ordinary Resolution:**

To appoint a director in place of Shri. Hiren Manharlal Shah (DIN - 00071077) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)* 100	[7]=[5]/(2) *100
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions	Remote E-Voting	978	978	100.0000	978	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		978	100.0000	978	0	100.0000	0.0000
3.	Public-Non- Institutions	Remote E-Voting	83,91,382	5,562	0.0663	3,774	1,788	67.8533	32.1467
		E-Voting at AGM		80	0.0010	80	0	100.0000	0.0000
		Total		5,642	0.0672	3,854	1,788	68.3091	31.6909
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,780</b>	<b>66.0699</b>	<b>2,20,91,992</b>	<b>1,788</b>	<b>99.9919</b>	<b>0.0081</b>

**Resolution Item No. 4 - Ordinary Resolution:**

Ratification of Cost Auditor Remuneration.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)* 100	[7]=[5]/(2) *100
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>2,20,87,160</b>	<b>88.1806</b>	<b>2,20,87,160</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2.	Public - Institutions	Remote E-Voting	978	978	100.0000	978	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>978</b>	<b>100.0000</b>	<b>978</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
3.	Public-Non- Institutions	Remote E-Voting	83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
		E-Voting at AGM		80	0.0010	80	0	100.0000	0.0000
		<b>Total</b>		<b>5,642</b>	<b>0.0672</b>	<b>5,554</b>	<b>88</b>	<b>98.4403</b>	<b>1.5597</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,780</b>	<b>66.0699</b>	<b>2,20,93,692</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

## Resolution Item No. 5 - Ordinary Resolution

Appointment of Secretarial Auditor.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2) * 100	[7]=[5]/(2) *100
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>2,20,87,160</b>	<b>88.1806</b>	<b>2,20,87,160</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2.	Public - Institutions	Remote E-Voting	978	978	100.0000	978	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>978</b>	<b>100.0000</b>	<b>978</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
3.	Public-Non-Institutions	Remote E-Voting	83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
		E-Voting at AGM		80	0.0010	80	0	100.0000	0.0000
		<b>Total</b>		<b>5,642</b>	<b>0.0672</b>	<b>5,554</b>	<b>88</b>	<b>98.4403</b>	<b>1.5597</b>
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,780</b>	<b>66.0699</b>	<b>2,20,93,692</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

### Resolution Item No. 6 - Special Resolution

Appointment of Shri. Rahul Gautam Divan (DIN: 00001178) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 for a second term of five consecutive years.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2) *100
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions	Remote E-Voting	978	978	100.0000	978	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		978	100.0000	978	0	100.0000	0.0000
3.	Public-Non-Institutions	Remote E-Voting	83,91,382	5,562	0.0663	5,424	138	97.5189	2.4811
		E-Voting at AGM		80	0.0010	80	0	100.0000	0.0000
		Total		5,642	0.0672	5,504	138	97.5541	2.4459
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,780</b>	<b>66.0699</b>	<b>2,20,93,642</b>	<b>138</b>	<b>99.9994</b>	<b>0.0006</b>

- I. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the e- voting facilitated at the AGM.

**It is to be noted that:**

1. Voting rights on the shares transferred to Investor Education and Protection Fund are frozen.
2. There were no abstained and invalid votes cast on the above resolutions.
3. The aforesaid resolution was passed by the members of the Company with requisite majority.

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP**  
**Company Secretaries**  
**ICSI UIN: L2020MH006700**  
**Peer Review Cert. No.: 2826/2022**

**SAURABH** Digitally signed by  
SAURABH SANJAY  
**SANJAY** AGARWAL  
Date: 2025.09.10  
**AGARWAL** 19:56:23 +05'30'

**Saurabh Agarwal**  
**Designated Partner**  
**FCS No: 9290**  
**CP No: 20907**  
**UDIN: F009290G001223571**  
**Date: September 10, 2025**  
**Place: Mumbai**

**For The Ruby Mills Limited**

**Anuradha Tendulkar**  
**Company Secretary**  
**Membership Number: A55173**  
**Date: September 10, 2025**  
**Place: Mumbai**

# *MMJB & Associates LLP*

## Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600  
LLPIN: AAR-9997

### **Report of Scrutinizer for Remote E-voting**

To,  
The Chairperson,  
The Ruby Mills Limited ("the Company")  
Ruby House, J. K. Samant Marg, Dadar  
Mumbai - 400028, Maharashtra, India

**Scrutinizer's Report on voting through Remote E-voting for the 109<sup>th</sup> Annual General Meeting ("AGM") of the shareholders of Company held on Tuesday, September 9, 2025, at 5.00 p.m. IST through video conferencing ("VC") /other audio-visual means (OAVM), in terms of Section 108 of the Companies Act, 2013 (herein after the "Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014**

- A. I, Saurabh Agarwal (Membership No. F9290), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries have been appointed as Scrutinizer to conduct the Remote E-voting in accordance with Section 108 of Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:
- B. Pursuant to Sections 101 and 108 of the Act and Rule 20 of Companies (Management & Administration) Rules, 2014 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 9/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time ("MCA Circulars"), Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI"), along with other applicable Circulars issued in this regard by SEBI, applicable provisions of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of the Notice along with Explanatory Statement, convening the 109<sup>th</sup> AGM of the Company along with the process of remote e-voting and e-voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes.
- C. The Company had appointed National Securities Depository Limited ("NSDL") for providing the remote e-voting facility to the shareholders of the Company.
- D. The remote e-voting period commenced on Saturday, September 6, 2025 at 09:00 a.m. IST and ended on Monday, September 8, 2025 at 05:00 p.m. IST.

- E. Accordingly, the votes cast through remote e-voting were taken into account and at the end of this voting period on Monday, September 8, 2025, at 5:00 p.m IST the remote e-voting module was thereafter disabled for voting by NSDL.
- F. Pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, the Company had published the newspaper advertisements in "Free press Journal" (English), and in "Navashakti" (Marathi) on Tuesday, August 19, 2025.
- G. The Register in accordance with Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the members, number of shares held by them, and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.

**Resolution Item No. 1 - Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions		978	978	100.0000	978	0	100.0000	0.0000
3.	Public-Non- Institutions		83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,700</b>	<b>66.0697</b>	<b>2,20,93,612</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution Item No. 2 - Ordinary Resolution:**

To declare the final dividend on Equity Shares for the Financial Year ended March 31, 2025.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions		978	978	100.0000	978	0	100.0000	0.0000
3.	Public-Non- Institutions		83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,700</b>	<b>66.0697</b>	<b>2,20,93,612</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution Item No. 3 - Ordinary Resolution:**

To appoint a director in place of Shri. Hiren Manharlal Shah (DIN - 00071077) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions		978	978	100.0000	978	0	100.0000	0.0000
3.	Public-Non- Institutions		83,91,382	5,562	0.0663	3,774	1788	67.8533	32.1467
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,700</b>	<b>66.0697</b>	<b>2,20,91,912</b>	<b>1788</b>	<b>99.9919</b>	<b>0.0081</b>

**Resolution Item No. 4 - Ordinary Resolution:**

Ratification of Cost Auditor Remuneration.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions		978	978	100.0000	978	0	100.0000	0.0000
3.	Public-Non- Institutions		83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,700</b>	<b>66.0697</b>	<b>2,20,93,612</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

## Resolution Item No. 5 - Ordinary Resolution

Appointment of Secretarial Auditor.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions		978	978	100.0000	978	0	100.0000	0.0000
3.	Public-Non- Institutions		83,91,382	5,562	0.0663	5,474	88	98.4178	1.5822
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,700</b>	<b>66.0697</b>	<b>2,20,93,612</b>	<b>88</b>	<b>99.9996</b>	<b>0.0004</b>

### Resolution Item No. 6 - Special Resolution

Appointment of Shri. Rahul Gautam Divan (DIN: 00001178) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 for a second term of five consecutive years.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1.	Promoter and Promoter Group	Remote E-Voting	2,50,47,640	2,20,87,160	88.1806	2,20,87,160	0	100.0000	0.0000
2.	Public - Institutions		978	978	100.0000	978	0	100.0000	0.0000
3.	Public-Non- Institutions		83,91,382	5,562	0.0663	5,424	138	97.5189	2.4811
<b>Total</b>			<b>3,34,40,000</b>	<b>2,20,93,700</b>	<b>66.0697</b>	<b>2,20,93,562</b>	<b>138</b>	<b>99.9994</b>	<b>0.0006</b>

**It is to be noted that:**

1. Voting rights on the shares transferred to Investor Education and Protection Fund are frozen.
2. There were no abstained and invalid votes cast on the above resolutions.
3. The aforesaid resolution was passed by the members of the Company with requisite majority.

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP**  
**Company Secretaries**  
**ICSI UIN: L2020MH006700**  
**Peer Review Cert. No.: 2826/2022**

**SAURABH** Digitally signed by  
SAURABH SANJAY  
**SANJAY** AGARWAL  
Date: 2025.09.10  
**AGARWAL** 19:57:10 +05'30'

**Saurabh Agarwal**  
**Designated Partner**  
**FCS No.: 9290**  
**CP No.: 20907**  
**UDIN: F009290G001223571**  
**Date: September 10, 2025**  
**Place: Mumbai**

**For The Ruby Mills Limited**

**Anuradha Tendulkar**  
**Anuradha Tendulkar**  
**Membership Number: A55173**  
**Date: September 10, 2025**  
**Place: Mumbai**

# *MMJB & Associates LLP*

## Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600

### FORM No. MGT-13

**Report of Scrutinizer on e-voting at the 109<sup>th</sup> Annual General Meeting**  
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairperson,  
The Ruby Mills Limited ("the Company")  
Ruby House, J. K. Samant Marg, Dadar  
Mumbai - 400028, Maharashtra, India

**Scrutinizer's Report for e-voting at the 109<sup>th</sup> Annual General Meeting ("AGM") of the shareholders of the Company, held on Tuesday, September 9, 2025, at 5.00 p.m. IST through video conferencing ("VC")/other audio-visual means ("OAVM")**

- A. I, Saurabh Agarwal (Membership No. F9290), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries have been appointed as Scrutinizer for the purpose of the vote taken on the below mentioned resolutions, at the AGM of the shareholders of the Company, held on Tuesday, September 9, 2025 at 5.00 p.m. IST submit our report as under:
- B. The Company had appointed National Securities Depository Limited ("NSDL") for conducting the e-voting by the shareholders of the Company at the AGM.
- C. After the time fixed for closing of the e-voting at AGM by the Chairperson of the AGM, NSDL electronic portal was blocked for voting thereafter.
- D. The votes cast were unblocked and were reconciled with the records maintained by the Company and NSDL.
- E. The result of the e-voting at AGM is as under:

### Resolution Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	80	100.0000

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.0000

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

## Resolution Item No. 2 - Ordinary Resolution

To declare the final dividend on Equity Shares for the Financial Year ended March 31, 2025.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	80	100.0000

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.0000

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### Resolution Item No. 3 - Ordinary Resolution

To appoint a director in place of Shri. Hiren Manharlal Shah (DIN - 00071077) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	80	100.0000

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.0000

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Resolution Item No. 4 - Ordinary Resolution**

To Ratification of Cost Auditor Remuneration.

(a) Voted **in favour** of the resolution:

<b>Number of members present and voting</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
2	80	100.0000

(b) Voted **against** the resolution:

<b>Number of members present and voting</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
0	0	0.0000

(c) **Invalid** votes:

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0

## Resolution Item No. 5 - Ordinary Resolution

Appointment of Secretarial Auditor.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	80	100.0000

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.0000

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### Resolution Item No. 6- Special Resolution

Appointment of Shri. Rahul Gautam Divan (DIN: 00001178) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 for a second term of five consecutive years.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	80	100.0000

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.0000

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

F. List of equity shareholders who voted "FOR" and "AGAINST" each resolution is enclosed.

G. It is to be noted that:

1. Voting rights on the shares transferred to Investor Education and Protection Fund are frozen.
2. There were no abstained and invalid votes cast on the above resolutions.
3. The aforesaid resolution was passed by the members of the Company with requisite majority.

H. All relevant records are given to the Company Secretary authorized by the Board for safe-keeping.

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP**  
**Company Secretaries**  
**ICSI UIN: L2020MH006700**  
**Peer Review Cert. No.: 2826/2022**

**SAURABH** Digitally signed by  
SAURABH SANJAY  
**SANJAY** AGARWAL  
Date: 2025.09.10  
**AGARWAL** 19:57:56 +05'30'

**Saurabh Agarwal**  
**Designated Partner**  
**FCS No.: 9290**  
**CP No.: 20907**  
**UDIN: F009290G001223580**  
**Date: September 10, 2025**  
**Place: Mumbai**

**For The Ruby Mills Limited**

**Anuradha Tendulkar**  
**Company Secretary**  
**Membership Number: A55173**  
**Date: September 10, 2025**  
**Place: Mumbai**