



# The Ruby Mills Ltd.

Date: 12<sup>th</sup> April, 2016

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  
cmlist@nse.co.in

Dy. General Manager  
Marketing Operations (Listing)  
The BSE  
P. J. Towers,  
25<sup>th</sup> Floor, Dalal Street, Fort,  
Mumbai-400 001.  
Code: 503169  
Corp.relations@bseindia.com

Dear Sir/Madam,

**Subject: Compliance Report on Corporate Governance**

We are attaching herewith Compliance Report on Corporate Governance as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I) and (Annexure II) for the quarter ending 31<sup>st</sup> March, 2016 and for the financial year ending 31<sup>st</sup> March, 2016 respectively.

We request you to take the same on record.

Thanking You.

Yours sincerely,

**For THE RUBY MILLS LIMITED**

  
**HEENA JAYSINGHANI**  
**COMPANY SECRETARY**

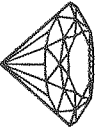


Enclose: a/a.

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **Name of Listed Entity:** The Ruby Mills Limited
2. **Quarter Ending :** 31<sup>st</sup> March, 2016  
**BSE:** 503169      **NSE SYMBOL:** RUBYMILLS

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive /Non-Executive /Independent /Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	Number of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity(Refer Regulation 26(1) of Listing Regulations)
Mr.	Manharlal C. Shah	PAN: ACLPS2391D  DIN: 00070771	Chairman - Executive	Appointment - 18/09/1953	N.A	1	(1) Stakeholder Relationship Committee	0



*The Ruby Mills Ltd.*

Mr.	Hiren M. Shah	PAN: ACLPS2405E DIN: 00071077	Executive	Appointment - 30/10/1977	N.A	1	(1) Stakeholder Relationship Committee	0
Mr.	Bharat M. Shah	PAN: AJQPS0391D DIN: 00071248	Executive	Appointment - 28/11/1994	N.A	1	(1) Audit Committee (1) Stakeholder Relationship Committee	0
Mr.	Viraj M. Shah	PAN: ABVPS9906R DIN: 00071616	Executive	Appointment - 28/11/1994	N.A	1	(1) Stakeholder Relationship Committee	0
Mrs.	Aruna M. Shah	PAN: ACLPS2399M DIN: 00070999	Non- Executive	Appointment - 15/09/1987	N.A	1	0	0
Mr.	Deepak R. Shah	PAN: AAFPS6684M DIN: 06954206	Non- Executive Independent	Appointment - 30/09/2015 for a period of five consecutive years.	Six months	1	(1) Audit Committee	0



Mr.	Jimmy D. Masani	PAN: AACPM0107G DIN: 00112622	Non-Executive, Independent	Appointment - 24/09/2014 for a period of five consecutive years.	One year and Six months	1	0	0
Mr.	Shardul J. Thacker	PAN: ABZPT9256B DIN: 00153001	Non-Executive, Independent	Appointment - 24/09/2014 for a period of five consecutive years.	One year and Six months.	2	(2) Audit Committee (1) Stakeholder Relationship Committee	(1) Stakeholder Relationship Committee
Mr.	Anup P. Shah	PAN: AADPS8711M DIN: 00293207	Non-Executive, Independent	Appointment - 24/09/2014 for a period of five consecutive years.	One year and Six months.	4	(2) Stakeholder Relationship Committee (6) Audit Committee	(1) Stakeholder Committee (4) Audit Committee
Mr.	Yogen Shivilal Lathia	PAN: AABPL8285F DIN: 00299334	Non-Executive, Independent	Appointment - 29/12/2015 (Additional Director)	Three days & Three months	1	(1) Audit Committee	(1) Audit Committee



<sup>s</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of directors means executive /non-executive /Independent /Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>&amp;</sup>
1. Audit Committee	Mr. Anup P. Shah Mr. Shardul J. Thacker Mr. Deepak R. Shah Mr. Bharat M. Shah	Chairperson- Non-Executive-Independent Non- Executive, Independent Non- Executive, Independent Executive
2. Nomination & Remuneration Committee	Mr. Jimmy D. Masani Mr. Shardul J. Thacker Mr. Deepak R. Shah	Chairperson- Non-Executive-Independent Non- Executive, Independent Independent
3. Risk Management Committee	Mr. Hiren M. Shah Mr. Viraj M. Shah Mr. Purav H. Shah	Chairperson- Executive Executive President
4. Stakeholders Relationship Committee	Mr. Anup P. Shah Mr. Manharlal C. Shah Mr. Hiren M. Shah Mr. Bharat M. Shah Mr. Viraj M. Shah	Chairperson-Non-Executive-Independent Executive Executive Executive Executive

<sup>&</sup>Category of directors means executive/ non-executive/ Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen





<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter (Quarter Ended 31 <sup>st</sup> December, 2015)	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	
7 <sup>th</sup> November, 2015 (A)	11 <sup>th</sup> February, 2016 (B) & 15 <sup>th</sup> March, 2016 (C)	Time gap between (A) & (B) = 95 days Time gap between (B) & (C) = 32 days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Quarter Ended 31 <sup>st</sup> December, 2015)	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
11 <sup>th</sup> February, 2016 (B)	Yes	7 <sup>th</sup> November, 2015 (A)	Time gap between(A) & (B) = 95 days Time gap between (B) & (C)=32 days
15 <sup>th</sup> March, 2016 (C)	Yes		
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.			



## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 - Yes
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes (No comments made by the Board of Directors)

### Name & Designation

For The Ruby Mills Limited

*Heena Jaysinghani*  
Heena Jaysinghani

Company Secretary/~~Compliance Officer~~/Managing Director/ CEO



### Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



# The Ruby Mills Ltd.

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **Name of Listed Entity:** The Ruby Mills Limited
2. **Financial Year Ending :** 31<sup>st</sup> March, 2016  
BSE: 503169      NSE SYMBOL: RUBYMILLS

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) <sup>refer</sup> note below	Remarks
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	The Company does not have any Subsidiary Company
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	





II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>	Remarks
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	



Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	N.A	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A	The Company does not have any Subsidiary Company
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A	The Company does not have any Subsidiary Company
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.



2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.- N.A

**Name & Designation**

For The Ruby Mills Limited

*Heena Jaysinghani*



**Heena Jaysinghani**

**Company Secretary/Compliance Officer/Managing Director/CEO**