



# The Ruby Mills Ltd.

## Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : The Ruby Mills Limited  
 Quarter ending on : 31<sup>st</sup> December, 2014  
 BSE CODE: 503169 NSE SYMBOL: RUBYMILLS

Particulars	Clause Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
<b>II. Board of Directors</b>	49 (II)	-	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	Separate meeting of the Independent Directors will be held during fourth quarter of F.Y. 2014-2015.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	The Company does not have any Subsidiary Company.
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

For THE RUBY MILLS LIMITED

Place: Mumbai  
 Date: 13<sup>th</sup> January, 2015

Pankaj J. Parkhiya  
 Company Secretary/Compliance Officer