



The Ruby Mills Ltd.

Date: 13th January, 2017

To
Dy. General Manager
Marketing Operations (Listing)
The BSE Ltd.
P. J. Towers,
25th Floor, Dalal Street, Fort,
Mumbai – 400 001.

Dear Sir/ Madam,

Subject: Compliance Report on Corporate Governance

Ref : BSE Code: 503169

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) for the quarter ended 31st December, 2016.

We request you to take the same on record

Thanking You,

**Yours Sincerely,
For The Ruby Mills Limited**

**Bharat M. Shah
Managing Director**





The Ruby Mills Ltd.

Date: 13th January, 2017

To
The General Manager
Capital Market (Listing)
National Stock Exchange of India Ltd.
Exchange Plaza, BKC
Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051.

Dear Sir/Madam,

Subject: Compliance Report on Corporate Governance
Ref : Symbol: RUBYMILLS

We are attaching herewith the quarterly 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) for the quarter ended 31st December, 2016.

We request you to take the same on record

Thanking You,

Yours Sincerely,
For The Ruby Mills Limited

Bharat M. Shah
Managing Director





The Ruby Mills Ltd.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: The Ruby Mills Limited
2. Quarter Ending : 31st December, 2016
BSE: 503169 NSE SYMBOL: RUBYMILLS

* I. Composition of Board of Directors									
Title (Mr. / Mrs)	Name of the Director	PAN & DIN	Category (Chairperson /Executive /Non-Executive /Independent /Nominee)	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 Cessation 10/11/2016	N.A	0	0	0	
Mr.	Hiren M. Shah	PAN: ACLPS2405E DIN: 00071077	Chairman Executive	Appointment - 30/10/1977	N.A	1	(1) Stakeholder Relationship Committee	0	

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Mr.	Bharat M. Shah	PAN: AJQP50391D 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.	15 months 1 day	1	(1) Audit Committee (1) Stakeholder Relationship Committee	(1) Stakeholder Relationship Committee
Mr.	Jimmy D. Masani	PAN: AACPM0107G DIN: 00112622	Non- Executive, Independent	Appointment - 24/09/2014 for a period of five consecutive years.	27 months 7 days	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.	27 months 7 days	2	(2) Audit Committee (1) Stakeholder Relationship Committee	(1) Stakeholder Relationship Committee
Dr. Anup P. Shah	PAN: AADPS8711M DIN:00293207	Non-Executive, Independent	Appointment - 24/09/2014 for a period of five consecutive years.	27 months 7 days	4	(2) Stakeholder Relationship Committee (7) Audit Committee	(2) Audit Committee
Mr. Yogen Shivilal Lathia	PAN: AABPL8285F DIN:00299334	Non-Executive, Independent	Appointment - 29/12/2015 (Director)	12 months & 2 days	1	(1) Audit Committee	0

§ PAN number of any director would not be displayed on the website of Stock Exchange

*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.

** Number of Memberships (including Chairmanship) in Audit/ Stakeholder Committee(s) includes Listed and Unlisted entity

***Includes only Listed Public Limited Companies for Chairmanship



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &
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. Deepak R. Shah Mr. Anup P. Shah Mr. Hiren M. Shah Mr. Bharat M. Shah Mr. Viraj M. Shah	Chairperson-Non-Executive-Independent Non-Executive-Independent Executive Executive Executive
5. Corporate Social Responsibility	Mr. Anup P. Shah Mr. Shardul J. Thacker Mrs. Aruna M. Shah	Chairperson- Non-Executive-Independent Non- Executive, Independent Non-Executive Non-Independent
*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		





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III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	Maximum gap between any two consecutive (in number of days)
4 th August, 2016 (A) 19 th September, 2016 (B)	10 th November, 2016 (C)	Time gap between (B) & (C) = 51 days Time gap between (A) & (B) = 45 days	Time gap between (B) & (C) = 51 days Time gap between (A) & (B) = 45 days
IV. Meeting of Committees			
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	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
10 th November, 2016 (C)	Yes	04 th August, 2016 (A) 19 th September, 2016 (B)	Time gap between (B) & (C) = 51 days Time gap between (A) & (B) = 45 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA) ¹ refer note below		
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		
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.			



(Signature)

<p>VI. Affirmations</p>	<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 - Yes</p> <ul style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) <p>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</p> <p>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</p> <p>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)</p> <p>Name & Designation For The Ruby Mills Limited</p> <p> Shri. Bharat M. Shah Jt. Managing Director</p> <p> Company Secretary/Compliance Officer/Managing Director/ CEO</p>
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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.

