



*The Ruby Mills Ltd.*

**Date:** 3<sup>rd</sup> April, 2018

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

Dy. General Manager  
Marketing Operations (Listing)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street, Fort,  
Mumbai-400 001.  
Code: 503169

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 for the quarter / year ended 31st March, 2018.

We request you to take the same on record.

Thanking You,

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

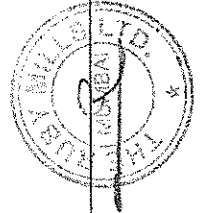
BHARAT Digitally signed by  
BHARAT  
MANHAR MANHARLAL SHAH  
Date: 2018.04.03  
LAL SHAH 17:21:05 +05'30'

**Bharat M Shah  
Managing Director  
DIN 00071248**

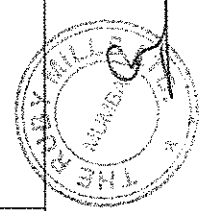
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: The Ruby Mills Limited
2. Quarter Ending : 31<sup>st</sup> March, 2018  
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 entities including this listed entity (Refer Regulation of 25(1) Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation of 26(1) Listing Regulations) ** | Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation of 26(1) of Listing Regulations) *** |
| Mr.                                  | Hiren M. Shah        | PAN: ACLPS2405E<br>DIN: 00071077 | Chairman Executive   | Appointment - 10/11/2016                           | N.A     | 1   | (1) Stakeholder Relationship Committee (1) Audit   | 0   |



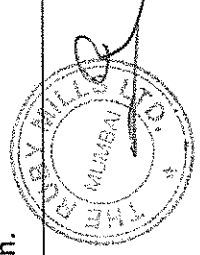
|      |                |                                     |                                  |   |                         |   |   |  |
|------|----------------|-------------------------------------|----------------------------------|---|-------------------------|---|---|--|
| Mr.  | Bharat M. Shah | PAN:<br>AJQPS0391D<br>DIN: 00071248 | Executive                        | Appointment<br>- 10/11/2016   | N.A                     | 1 | Committee<br>(1)<br>Audit<br>Committee<br>(1)<br>Stakeholder<br>Relationship<br>Committee | 0  |
| Mr.  | Viraj M. Shah  | PAN:<br>ABVPS9906R<br>DIN: 00071616 | Executive                        | Appointment<br>-<br>10/11/2016  | N.A                     | 1 | (1)<br>Stakeholder<br>Relationship<br>Committee   | 0  |
| Mrs. | Aruna M. Shah  | PAN:<br>ACLPS2399M<br>DIN: 00070999 | Non-<br>Executive                | Appointment<br>- 15/09/1987   | N.A                     | 1 | 0   | 0  |
| Mr.  | Deepak R. Shah | PAN:<br>AAFPS6684M<br>DIN: 06954206 | Non-<br>Executive<br>Independent | Appointment<br>- 30/09/2015<br>for a period<br>of five<br>consecutive<br>years. | 2 years and<br>6 months | 2 | (1)<br>Audit<br>Committee<br>(1)<br>Stakeholder<br>Relationship<br>Committee              | (1)<br>Stakeholder<br>Relationship<br>Committee<br>(1)<br>Audit<br>Committee |



| Mr. | Shardul J. Thacker        | PAN:<br>ABZPT9256B<br>DIN:00153001 | Non-Executive, Independent                     | Appointment - 24/09/2014 for a period of five consecutive years. | 3 years and 6 months | 2 | (2)<br>Audit Committee<br>(1)<br>Stakeholder Relationship Committee | (1)<br>Stakeholder Relationship Committee |
|-----|---------------------------|------------------------------------|--|--|----------------------|---|---|---|
| Mr. | Mehernosh Rusi Currawalla | PAN: AAAPC3479K<br>DIN: 01089742   | Non-Executive, Additional Independent Director | Appointment - 28/11/2017   | 4 months             | 1 | 0   | 0   |
| Mr. | Purav Shah                | PAN: ACLPS6086R<br>DIN: 00123460   | Executive Additional Director and CEO          | Appointment - 13/12/2017   | N.A                  | 1 | 0   | 0   |
| Mr. | Pradip Kapasi             | PAN: AACPK9297R<br>DIN: 01275033   | Non-Executive, Additional Independent Director | Appointment - 13/12/2017   | 3 months             | 1 | 0   | 0   |
| Mr. | Yogen Shivlal Lathia      | PAN: AABPL8285F<br>DIN:00299334    | Non-Executive, Independent                     | Appointment - 29/12/2015 (Director)                              | 2 years and 3 months | 1 | (2)<br>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.



\* Tenure 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.

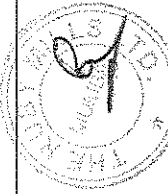
\*\* Number of Memberships (including Chairmanship) in Audit/ Stakeholder Committee(s) includes Listed and Unlisted entity

\*\*\* Includes only Listed Public Limited Companies for Chairmanship

^ Does not include membership in The Ruby Mills Limited

## II. Composition of Committees

| Name of Committee                      | Name of Committee members  | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &   |
|--|--|--|
| 1. Audit Committee                     | Mr. Deepak R. Shah<br>Mr. Shardul J. Thacker<br>Mr. Yogen S. Lathia<br>Mr. Bharat M. Shah<br>Mr. Hiren M. Shah | Chairperson- Non-Executive-Independent<br>Non- Executive, Independent<br>Non- Executive, Independent<br>Executive<br>Executive |
| 2. Nomination & Remuneration Committee | Mr. Yogen S. Lathia<br>Mr. Shardul J. Thacker<br>Mr. Deepak R. Shah  | Chairperson- Non-Executive-Independent<br>Non- Executive, Independent<br>Non- Executive, Independent                           |
| 3. Risk Management Committee           | Mr. Hiren M. Shah<br>Mr. Viraj M. Shah<br>Mr. Purav H. Shah  | Chairperson- Executive<br>Executive<br>Member  |
| 4. Stakeholders Relationship Committee | Mr. Deepak R. Shah<br>Mr. Hiren M. Shah<br>Mr. Bharat M. Shah<br>Mr. Viraj M. Shah                             | Chairperson-Non-Executive-Independent<br>Executive<br>Executive<br>Executive   |
| 5. Corporate Social Responsibility     | Mr. Hiren M. Shah<br>Mr. Shardul J. Thacker  | Chairperson -Executive<br>Non- Executive, Independent  |



|  |                    |                               |
|--|--------------------|-------------------------------|
|  | Mrs. Aruna M. Shah | 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 |                    |                               |

**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) |
|---|---|---|
| 13 <sup>th</sup> December, 2017 (A)                 | 12 <sup>th</sup> February, 2018(B)                  | Time gap between (A) & (B) = 61 days                        |

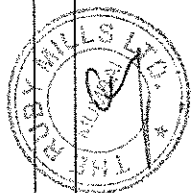
**IV. Meeting of Committees**


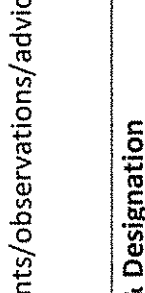
| Date(s) of meeting of the committee in the relevant quarter   | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| <b>Audit Committee</b><br>12 <sup>th</sup> February, 2018 (B) | Yes   | 13 <sup>th</sup> December, 2017 (A)                         | Time gap between (A) & (B) = 61 days                                |

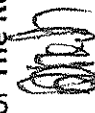
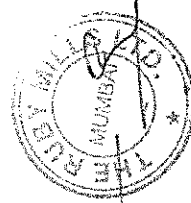
\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

| Subject  | Compliance status (Yes/No/NA) <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>  |     |
| <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>   |     |
| <b>VI. Affirmations</b>  |     |
| <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> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> <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><b>Name &amp; Designation</b><br/> For The Ruby Mills Limited</p>   <p>Mr. Bharat M Shah<br/> Managing Director</p>   |     |

| 1. Affirmations  |                                      |  | Compliance Status (Yes/No/NA) |
|--|--------------------------------------|--|-------------------------------|
| Broad Heading  | Regulation Number                    |  |                               |
| Copy of Annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.  | 46(2)                                |  | YES                           |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             |  | YES                           |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.  | 19(3)                                |  | YES                           |
| Whether "Corporate Governance Report" disclosed in Annual Report.  | 34(3) read with para C of Schedule V |  | YES                           |
| <b>Note</b><br>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.<br>2. If status is "No" details of non-compliance may be given here.<br>3. If the Listed Entity would like to provide any other information the same may be indicated here. |                                      |  |                               |
| <b>Name &amp; Designation</b><br>For The Ruby Mills Limited<br><br>Mr. Bharat M. Shah<br>Managing Director  |                                      |  |                               |
|   |                                      |  |                               |



