



*The Ruby Mills Ltd.*

Date: 10/10/2017

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  
P. J. 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 (Annexure I) for the quarter ended 30<sup>th</sup> September, 2017.

We request you to take the same on record.

Thanking You,

**Yours Sincerely,**  
For **THE RUBY MILLS LIMITED**

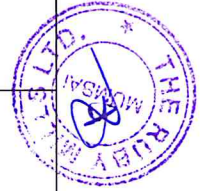
**KANIKA KABRA**  
**COMPANY SECRETARY**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: The Ruby Mills Limited
  2. Quarter Ending : 30<sup>th</sup> September, 2017
- 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.	Hiren M. Shah	PAN: ACLPS2405E DIN: 00071077	Chairman Executive	Appointment - 10/11/2017	N.A	1	(1) Stakeholder Relationship Committee (1) Audit Committee	0

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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.	2 years	2	(1) Audit Committee (1) Stakeholder Relationship Committee	(1) Stakeholder Relationship Committee (1) Audit Committee
Mr.	Shardul J. Thacker	PAN: ABZPT9256B DIN: 00153001	Non- Executive, Independent	Appointment - 24/09/2014 for a period of five	3 years	2	(2) Audit Committee (1)	(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. Cessation- 29/08/2017	2 years 11 months	3	^(1) Stakeholder Relationship Committee ^(5) Audit Committee	^(1) Audit Committee
Mr.	Yogen Shivial Lathia	PAN: AABPL8285F DIN:00299334	Non-Executive, Independent	Appointment - 29/12/2015 (Director)	1 year 9 months	1	(2) 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.

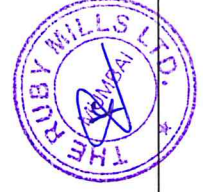
\* Tenure to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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

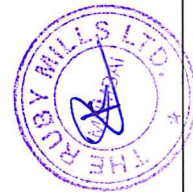
\*\*\*Includes only Listed Public Limited Companies for Chairmanship

^ Does not includes membership in The Ruby Mills Limited

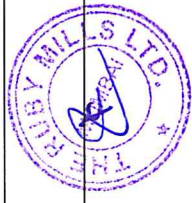
*The Ruby Mills Ltd.*



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 Mr. Shardul J. Thacker Mr. Yogen S. Lathia Mr. Bharat M. Shah Mr. Hiren M. Shah	Chairperson- Non-Executive-Independent Non- Executive, Independent Non- Executive, Independent Executive Executive
2. Nomination & Remuneration Committee	Mr. Yogen S. Lathia Mr. Shardul J. Thacker Mr. Deepak R. Shah	Chairperson- Non-Executive-Independent Non- Executive, Independent Non- Executive, Independent
3. Risk Management Committee	Mr. Hiren M. Shah Mr. Viraj M. Shah Mr. Purav H. Shah	Chairperson- Executive Executive Member
4. Stakeholders Relationship Committee	Mr. Deepak R. Shah Mr. Hiren M. Shah Mr. Bharat M. Shah Mr. Viraj M. Shah	Chairperson-Non-Executive-Independent Executive Executive Executive
5. Corporate Social Responsibility	Mr. Hiren M. Shah Mr. Shardul J. Thacker Mrs. Aruna M. Shah	Chairperson -Executive 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		



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)	
17 <sup>th</sup> May, 2017 (A)	03 <sup>rd</sup> August, 2017(B) 14 <sup>th</sup> August, 2017 (C) 11 <sup>th</sup> September, 2017 (D) 27 <sup>th</sup> September, 2017 (E)	Time gap between (A) & (B) = 77 days Time gap between (B) & (C) = 10 days Time gap between (C) & (D) = 27 days Time gap between (D) & (E) = 15 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			
14 <sup>th</sup> August, 2017 (A)	Yes	17 <sup>th</sup> May, 2017 (B)	Time gap between (A) & (B) = 88 days
11 <sup>th</sup> September, 2017			
27 <sup>th</sup> September, 2017			
* 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	



**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.

**VI. Affirmations**

- 1.\* The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - No
  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)
- \*Dr. Anup Shah, Independent Director of the Company resigned with effect from 29th August, 2017. The Company is in process of appointing new Independent Director to comply with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time framed of 3 Months from the date of resignation.*

**Name & Designation**

For The Ruby Mills Limited




Mrs. Kanika Kabra Maheshwari

Company Secretary & Compliance Officer



*The Ruby Mills Ltd.*

1. Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)
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> 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.		
<b>Name &amp; Designation</b> For The Ruby Mills Limited  Mrs. Kanika Kabra Maheshwari Company Secretary & Compliance Officer		

