



The Ruby Mills Ltd.

Ref. No.:730/2015-JS/RM-125

11th August 2015

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) The BSE Ltd. P. J. Towers, 25 th Floor, Dalal Street, Fort, Mumbai-400 001. Code: 503169
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Dear Sirs,

Sub: Compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015

We would like to inform you that the Company has adopted following codes in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 at their Board Meeting held on 15th May,2015:

- i. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- ii. Code of Conduct to regulate, monitor and report tradings by insider

We have enclosed copies of the aforementioned codes. Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

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

S. Jayaraman
Chief Financial Officer

Encl: as above

THE RUBY MILLS LIMITED

CODE OF PRACTICE AND PROCEDURE

AND

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

AND

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE, INFORMATION PURSUANT TO THE REQUIREMENTS OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 (w.e.f. 15-5-2015)

1. CODE

- 1.1 This Code of Conduct called Ruby — Insider Trading Code of Conduct (the Code) has been adopted in the Board Meeting held on 15th May, 2015 and shall come into effect from May 15, 2015. Accordingly, the existing code for insider trading of the Company shall stand repealed.
- 1.2 The Code has been made pursuant to Regulation 9(1) of the SEBI (Prohibition of insider Trading) Regulations, 2015 (the Regulations) to regulate, monitor and report trading by the Directors, employees and other Connected Persons of the Company with a view to comply with the provisions of the Regulations.

2. Applicability

This Code shall be applicable to all Promoters, Directors, Designated Employees and their immediate relatives, Business Associates and all other connected persons dealing with the Company in any other capacity having access to any unpublished price sensitive information:-

3. Definitions

- a) "Act" means the Securities and Exchange board of India Act, 1992.
- b) "Board" means the Securities and Exchange Board of India.
- c) "Chinese Wall" means a barrier especially to the passage of information or communication.
- d) "Company" or "the Company" or "RML." Means The Ruby Mills Limited.
- e) "Compliance Officer" means Company Secretary of the Company or in his absence any senior officer designated so and reporting to the Board of Directors of the Company who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the code specified in the Regulations under the overall supervision of the Board of Directors of the Company.
- f) "Connected Person" means, -
- i. any person who is or has during the six months prior to the concerned act been associated with—the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the

Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access; and

ii. without prejudice to the generality of the foregoing:

a. an immediate relative of connected persons specified in clause (i);

or

b. the holding, associate or subsidiary company; or

c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or

d. an investment company, trustee company; asset management company or an employee or director thereof; or

e. an official of a stock exchange or a clearing house or corporation; or

f. a member of the board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

g. a member of the board of directors or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or

h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or

i. a banker of the Company; or

j. a concern, firm, trust, Hindu undivided Family, company or association of persons wherein a Director of the Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest.

g} "Designated Person" shall cover the following :-

- All directors whether executive, non-executive or independent;
- Chief Executive Officer (CEO), Chief Financial Officer (CFO)
- Chief Operating Officer (COO) and Company Secretary or any such equivalent position:
- President, Vice President, Head Department(s)
- All the employees working in Accounts, Finance, Secretarial and Legal departments
- Such other employees of the Company or/and the Connected Persons identified by the Board of Directors of the company in consultation with the Compliance Officer who in their opinion can come into possession of unpublished price sensitive Information based on such person's functional area and the propensity to generate such information.

h) "Director" means a director appointed to the board of the Company.

i) "**Fair Disclosure**" means disclosure made under the Code for Fair Disclosure and Conduct as adopted by the Company.

j) "generally available Information" means information that is accessible to the public on a non-discriminatory basis.

k) "immediate relative" means spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

- l) "Insider" means any person who is
- i. a Connected Person; or
 - ii. in possession of or having access to unpublished price sensitive information.
- m) "key managerial persons or personnel" means key managerial persons as defined in Section 2 (51) of the Companies Act, 2013.
- n) "promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- o) "Public Disclosure" means disclosure made to the stock exchanges
- p) "SEBI" means the Securities and Exchange Board of India:
- q) "securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- r) "Specified" means specified by the Board in writing.
- s) "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- t) "Threshold Limit" means the value of the securities traded, whether in one transaction or a series of transactions over a period of last 30 days, aggregating to traded value in excess of Rs. 10,00,000/- (Rupees Ten lakhs only) irrespective of number of shares or securities of the Company.
- u) "trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- v) "Working day or Trading day" shall mean the working day when the regular trading is permitted on the concerned Stock Exchange where securities of the Company are listed.
- w) "trading plan" means the plan submitted by an Insider and approved by the Compliance Officer pursuant to which trade in the securities of the Company may be carried out on behalf of the Insider in accordance with such plan.
- x) "Trading Window" means a time period during which promoters, Directors, Designated Persons and Insiders are permitted to trade in the Company's securities in accordance with this Code.
- y) "unpublished price sensitive information" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but is not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, demergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and

(vi) Material events in accordance with the clause 36 of the Listing Agreement namely (i) Change in the general character or nature of business; (ii) Disruption of operations due to natural calamity (iii) Commencement of Commercial Production/Commercial Operations;(iv) Developments with respect to pricing/realisation arising out of change in the regulatory framework; (v) Litigation/dispute with a material impact; (vi) Change in market lot of the company's shares, sub-division of equity shares of company. (vii) any other material event as may be prescribed under the Listing Agreement or under the Regulation.

z) Words and phrases not specifically defined herein but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act,1956, the Depositories Act,1996 SEBI (Prohibition of Insider Trading) Regulations, 2015 or Companies Act,2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in therein.

4. Compliance Officer for Insider Trading:

a) The Company Secretary shall act as the "Compliance Officer for Insider Trading" to ensure compliance and for effective implementation of this Code and Regulations across the Company.

b) The Company Secretary shall hold the position of the Compliance Officer for Insider Trading as long as he / she functions as the Company Secretary. In the event of the office of the Company Secretary falling vacant, the Chief Financial Officer shall in the interim period, act as the Compliance Officer for Insider Trading and in the absence of Chief Financial Officer, the Board of the Company shall appoint any senior officer of the Company as the Compliance Officer.

5. Responsibility of Compliance Officer

a) The Compliance Officer shall be responsible for setting forth policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing trading plans of Designated Persons and their dependents' trades (directly or through respective department heads), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the Company.

b) The Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their immediate relatives (*for prescribed format see Annexure-I*) and any changes made in the list of Designated Persons.

c) The Compliance Officer shall also maintain a record (either manual or in electronic form) of the auditors, consultants, advocates and legal experts who are likely to have the access to the Unpublished Price Sensitive Information before the Public Disclosure and any changes made in the list of such persons.

d) The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Regulations, 2015 and the Company's Code of Conduct.

e) The Compliance Officer shall also implement and oversee the Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information for Prevention of Insider Trading as adopted by the Company.

f) The Compliance Officer shall verify whether any declaration or undertaking, submitted at the time of application for pre-clearance of trade or Trading Plan, is reasonably capable of being rendered inaccurate and decision of the Compliance Officer shall be final and binding on the applicant and such applicant is required to comply with the additional requirement as asked for by the Compliance Officer.

- g) The Compliance Officer shall report to the Board of the Company and in particular, shall provide reports to the Chairman of the Audit Committee at quarterly meeting or at such frequency as may be stipulated by the Board of Directors.
- h) The Compliance Officer may confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- i) The Compliance Officer shall act as the focal point for dealings with SEBI / Stock exchanges in connection with all matters relating to the compliance and effective implementation of this Code and Regulations.

6. Regulation of 'Information'

- I. The Company will regulate the flow of unpublished price sensitive information within the organization and such information shall be made available and passed on to any person only on a 'need to know' basis as specified in this Code.
 - ii. Files containing confidential information and/or unpublished price sensitive information shall be kept secure; computer files must have adequate security of login, password etc.
 - iii. Unpublished price sensitive information relating to the Company or relating to the securities of the Company shall be made available or communicated by an Insider to any person including other Insiders only in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - iv. An Insider shall not on his own accord reveal any unpublished price sensitive information relating to the Company or to its securities to any person unless such disclosure is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - v. The Compliance Officer may ask all or selectively other connected persons to execute agreements to contract confidentiality and non-disclosure obligations on the part of such persons and such persons shall keep information so received confidential, except for legitimate purposes, performance of his/her duties or discharge of legal obligations and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
 - vi. The Compliance Officer shall ensure that all its existing Other Connected Persons who are required to handle Unpublished Price Sensitive Information of the Company have formulated a Code of Conduct pursuant to Regulation 9(2) of the Regulations.
 - (i) Chinese Wall-To prevent the misuse of unpublished price sensitive information, the Company has adopted a “Chinese Wall” Policy which separates those departments which routinely have access to unpublished price sensitive information, considered “Inside Areas” from those departments which deal with sale / marketing or other departments providing support services, considered “Public Areas”.
 - (ii) It shall be the duty and responsibility of the Insiders to inform the Compliance Officer once a year or quarterly, Nature of Unpublished Price Sensitive Information to which they have access from time to time in writing. The Compliance Officer shall not be responsible for the adherence to the Code and Regulations if he/she is/was not aware or likely to be aware of the Unpublished Price Sensitive Information and the Insiders have not made the disclosure relating to the same.
 - vii. If an Insider commits a breach or accidentally crosses a Chinese Wall in respect of any unpublished price sensitive information, it shall be reported to the Compliance Officer and immediate action shall be initiated by the Compliance Officer to stop such information from being further misused.

- viii. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- a. entail an obligation to make an open offer under the Takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
 - b. not attract the obligation to make an open offer under the Takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors of the Company may determine.

7. Trading Window

- 1) All designated persons of the Company and their immediate relatives shall be subject to trading restrictions as stated below:
- a) Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for *dealing in the securities* of the Company.
 - b) Unless otherwise specified by the Compliance Officer, the Trading Window for dealing in securities of the Company shall be closed for the purposes as stated in the definition sub-clause (y) under the caption **“Unpublished Price Sensitive Information”** means any information which relates directly or indirectly to a Company or its securities, and are not generally available information and which if published is likely to materially affect the price of securities of the Company.
 - c) The trading window shall be closed when the compliance officer determines that an Insider can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
 - d) The Trading Window shall be opened 48 (Forty eight) hours after the information referred to in sub-clause (b) is made generally available.
 - e) All the designated persons shall strictly conduct all their dealings in the securities of the Company only when the Trading Window is open and shall not deal in any transaction involving the purchase or sale of the Company's securities during the period when Trading Window is closed, or during any other period as may be specified by the Compliance Officer from time-to-time.

8. Disclosures

All disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. Disclosures relating to trading shall also include trading in derivatives of the securities provided that trading in derivatives of the securities is permitted by any law for the time being in force. All such disclosures shall be maintained by the Compliance Officer for a period of 5 years.

8.1 Initial

- a) Every promoter, key managerial personnel including designated employees, and Director of the Company shall disclose his holding of securities (including derivatives) of the Company as on 15th May, 2015 within thirty days i.e.; 13th June, 2015 to the Compliance Officer in **Form A**;

- b) Every person on appointment as a key managerial personnel or as a Director of the Company or upon becoming a promoter shall disclose his holding of securities (including derivatives) of the Company as on the date of appointment or becoming a promoter of the Company within seven days of such appointment or becoming a promoter or a Designated Person to the Compliance Officer in **Form B**

8.2 Continuous

- a) Every promoter, Director and Key managerial Personnel including designated employees of the Company and their immediate relatives shall disclose to the Compliance Officer in **Form C** the number of such securities (including derivatives) acquired or disposed of within two trading days of such transaction, if the value of the securities (including derivatives) traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 (Ten) Lac. The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities (including derivatives) are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Note: The disclosure of the incremental transactions after any disclosure made as aforesaid shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 6.2 (a) above.

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

All designated persons shall keep the files containing confidential information relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password, etc.

9. Trading Plan

- a) An Insider shall have a right to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plans.
- b) The Compliance Officer, before approving the trading plan shall review the trading plan to see that it is compliant with the Regulations and the Code. The Compliance Officer shall seek such undertakings from the Insider in **Form D** to enable him to approve and monitor the implementation of the trading plan.
- c) Once a trading plan has been approved by the Compliance officer, it shall be irrevocable and the Insider shall mandatorily implement it without any deviations and without executing any trade outside the scope of the trading plan.
- d) Upon approving the trading plan, the Compliance Officer shall notify the trading plan to the stock exchanges on which the securities of the Company are listed.
- e) The trading plan shall:
- i. not provide for commencement of trading on behalf of the Designated Person unless six months have elapsed from the date of public disclosure of such plan;
 - ii. shall not allow any trading during the period starting twenty days prior to the last day of any financial period for which the results are required to be announced by the Company and ending with the second trading day after the disclosure of such financial results;
 - iii. be for a period of twelve months or more;

- iv. not overlap with any other trading plan of the same Designated Person;
- v. specify either the value of trades to be effected or the number of securities to be traded. It shall also specify the nature of the trade and the interval at or dates on which such trades shall be effected; and
- vi. not allow for trading in the securities for market abuse.

Trading Plan can be changed or modified till the time the Compliance Officer approves the same. Once approval is accorded to the Trading Plan the same cannot be modified or changed.

10. Trading in Company's Securities

10.1 The promoters, Directors and Designated Persons including their immediate relatives shall:

- i. execute trades subject to compliance with the Code;
- ii. trade only when the Trading Window is open; and
- iii. trade in the securities of the Company only after pre-clearance by the compliance officer, if the value of the proposed trades (buy/sell) is above 900 number of Company Securities (or) in excess of Rs. 250000/- (Rupees Two Lacs fifty thousand only) . An application form for pre-clearance should be in **Form E**.

No Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

10.2 The Compliance Officer shall confidentially maintain a list of such Designated ' Persons who are in possession of unpublished price sensitive information.

10.3 Pre-Clearance procedure: On an application being made in **Form E** for pre-clearance, the Compliance Officer may after:

- i. seeking such information as may be necessary from the applicant;
- ii. seeking a declaration that the applicant is not in possession of unpublished price sensitive information in **Form D**;
- iii. confirming that the request for trade is in accordance with the trading plan submitted by the applicant earlier;
- iv. confirming that the applicant has not done any prior contra trade within the previous period of six months unless such restriction has been relaxed by the Compliance Officer for reasons recorded in writing and where such relaxation is not in violation of the Regulations;
- v. ensuring that declaration, if any, made at the time of seeking pre-clearance is correct;

grant approval in writing the pre-clearance in such format as may be prescribed by the Company from time-to-time. Every approval shall be dated and shall be valid **for a period of 1 (one) week** after the date of approval. In case of failure to execute trade within the stipulated period, a fresh application for obtaining pre-clearance must be sought.

In case of non-availability/absence of the Compliance Officer due to official engagement, tour, leave, etc., the Chief Financial Officer or in his absence officer designated by the Board of Directors of the Company shall discharge the function referred to in (a) above.

- 10.4 i. Pre-clearance shall be required even if the transaction is only in the nature of transfer of beneficiary rights to any of the immediate relatives of the applicant.
- ii. The applicant shall be required to disclose the details of the trade within two days of such trade by completing and submitting to the Compliance Officer in **Form C**. In the event the applicant does not trade during the period for which the pre-clearance is valid, the applicant shall report to the Compliance Officer his decision not to trade and the reasons for the same. If the order is not executed **within 7 (seven) Trading Days** after the approval is given, the approval would lapse and the concerned Designated Person or his immediate relatives shall apply for fresh pre-clearance for the transaction once again.
- iii. The applicants shall not execute a contra trade within a period of 6 months within which a trade is permitted.
- iv. The Compliance Officer may grant relaxation to a contra trade for reasons recorded in writing in **Form F** provided that such relaxation does not violate the Code or the Regulations.
- v. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SERE for credit to the Investor Protection and Education Fund administered by it.
- vi. In case any Director or employee has to be allotted securities in terms of the ESOP Scheme of the Company, there shall be no restriction on allotment of securities even during the period when the Trading Window is closed. However, the Director or employee shall not be permitted to dispose the securities during the time the Trading Window is closed.

11. Formats

The formats of various forms / applications referred to in the Code are annexed.

12. Reports

- (i) The Compliance Officer shall submit compliance reports to the Chairman of the Audit Committee of the Board at the end of every financial year quarter.
- (ii) The Compliance Officer shall within seven days of coming to know of any contravention of the Code or the Regulations, immediately bring the same to the notice of the Chairman of the Audit Committee and also notify SEBI of the contravention.

13. Penal Provisions

- 13.1. An employee/Designated Person/Director who trades in the Company's securities or communicates any information for trading in the Company's securities in contravention of the Code may be penalized and appropriate action may be taken by the Company.
- 13.2. An employee/Designated Person/Director who violates the provisions of this Code shall be liable for such penal / disciplinary / remedial action as may be considered appropriate including but not limited to wage freeze, termination of employment and delay in granting increment, blocking of promotion, etc. as may be determined by the Board of Directors. and requiring the employee/Designated Person/Director in breach of this Code to make over to the Company any gain arising out of any transactions or any loss avoided from any transaction effected in breach of this Code. In addition to the action taken by the Company, the Board of Directors of the Company shall promptly report to the SEBI and the person violating the Code shall also be subject to action taken by SEBI as per the Act and the Regulations.

14. Miscellaneous

14.1 The Board of Directors of the Company has the right to modify or alter this Code from time to time at its sole discretion on its own accord, provided the revised Code

is in compliance with applicable law including the Regulations, or in pursuance of any amendments made by SEBI to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

14.2 All correspondence with The Ruby Mills Limited in regard to the Code shall be sent to the Compliance Officer and marked "CONFIDENTIAL".

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Title:

This Code shall be known as "The Ruby Mills Limited - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". The said Code has been adopted by the Board of Directors at their meeting held on May 15, 2015.

2. Objective:

The objective of this Code is to disseminate and disclose unpublished price sensitive information which would impact the price of the securities of the Company, as and when it becomes due for dissemination or disclosure and to maintain uniformity and fairness in dealing with all stakeholders.

3. Code for Fair Disclosure of Unpublished Price Sensitive Information:

The Company will adhere to the following code for fair disclosure to ensure fair and uniform disclosure of all events and occurrences that would impact the price of the securities of the Company:

i. Prompt public disclosure of unpublished price sensitive information:

Unpublished price sensitive information shall be made available promptly by the Company to the Stock Exchanges and also be uploaded on the website of the Company for dissemination to the members and investors. The Company may also consider other modes of public disclosure including electronic and print media for publication of unpublished price sensitive information so as to improve investor access to the same. In the event of any inadvertent or selective disclosure of unpublished price sensitive information, prompt action shall be taken to make such information generally available.

ii. Uniform and universal dissemination of unpublished price sensitive information:

Unpublished price sensitive information shall be disseminated promptly in a uniform and universal manner in order to avoid selective disclosure.

iii. Overseeing Disclosure:

The Company Secretary of the Company or in his absence the Chief Financial Officer of the Company shall oversee dissemination of information and disclosure of unpublished price sensitive information pursuant to this Code and as required under the SEBI (Prevention of Insider Trading) Regulations, 2015.

iv. Response to News Reports and Market rumors:

a) The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by Stock Exchanges or any other regulatory authorities.

- b) All the requests/queries received shall be documented and as far as practicable, Compliance Officer shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Compliance Officer unless the respective functional head approves the same in consultation with the Managing Director or Whole Time Director.

v. Dealing with Analysts and Research Personnel:

- a) The Company shall ensure that information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- b) The Company shall develop best practices while dealing with analysts and research personnel and to make audio records of proceedings or transcripts of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of the disclosures made.

vi. Timely reporting of shareholdings/ownership and changes in ownership:

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.

vii. Disclosure/ dissemination of price sensitive information with special reference to analysts, institutional investors and sharing of non-public information.

The Directors, Officers and Employees shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Compliance Officer in advance. The Compliance Officer in such cases, shall ensure that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.

viii. Handling of all Unpublished Price Sensitive Information:

- a) All unpublished price sensitive information shall be handled on a need-to-know basis. No unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- b) All disclosure/dissemination whatsoever of any information (except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Compliance Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Compliance Officer. In case of doubt, the Compliance Officer shall consult and seek approval of the Managing Director before dissemination of such information.
- c) Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any employee or Director of the Company, such employee/Director shall forthwith inform the Compliance Officer about such disclosure.

FORM A
Form for initial disclosure of holdings of equity shares/other securities of the Company
Regulation 7(1)(a) read with Regulation 6(2)
(in terms of Clause 8.1(a) of the Code)

Name of the company:

ISIN of the company:

Details of Securities held by Promoter, Key Managerial Personal (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No. CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP / Directors/immediate relatives/others etc.)	Securities held as on the date of regulation coming into force i.e. 15-5-2015		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on date of regulation coming into force	
		Type of Securities (For e.g. Shares Convertible Debenture Etc.)	No.		Number of units (contracts *lot size)	Notional value in Rupee terms	Number of units(contracts*lot size)	Notional value in Rupee terms
1	2	3		4	5		6	

Note:- "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Signature:-

Name & Designation:-

Date:-

Place:-

FORM B
Form for continual disclosure of holdings of equity shares/other securities of the Company
Regulation 7(1)(a) read with Regulation 6(2)
(in terms of Clause 8.1(b) of the Code)

Name of the company:

ISIN of the company:

Details of Securities held on appointment of Key Managerial Personal (KMP), Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No. CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors/im mediate relatives/others etc.)	Date of appointment of Director /KMP Or Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director /KMP		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on date of regulation coming into force	
			Type of Securities (For e.g. Shares Convertible Debenture Etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts*lot size)	Notional value in Rupee terms
1	2	3	4		5	6		7	

Note:- "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Signature:-

Name & Designation:-

Date:-

Place:-

FORM C
Form for continual disclosure of holdings of equity shares/other securities of the Company
Regulation 7(1)(a) read with Regulation 6(2)
(in terms of Clause 8.2(a) of the Code)

Name of the company:

ISIN of the company:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No. CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/Directors/immediate relatives/others etc.)	Securities held prior to acquisition/Disposal		Securities acquired/Disposed		% Shareholding		Date of allotment/advice/acquisition of shares/sale of shares specify		Date of intimation of company purchase/public right/preferential offer/off market/Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Future or Options etc.)		Exchange on which the trade was executed			
		Type of Securities (For e.g. Shares Convertible Debenture Etc.)	No.	Type of Securities (For e.g. Shares Convertible Debenture Etc.)	No.	Pre transaction	Post transaction	From	To		Number of units (contracts*lot size)	Buy		Sell		
											Value	Number of units	Value	Number of units		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note:- "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Signature:-

Name & Designation:-

Date:-

Place:-

FORM D

**UNDERTAKING
(in terms of Clause 9(b) and 10.3(ii) of the Code)**

From
Name:-

Director/Designated employee:

Designation:-

DIN/Employee Code:

PAN:

Address:-

Date:-

To,

**The Compliance Officer
The Ruby Mills Limited
Ruby House, J.K. Sawant Marg,
Dadar West, Mumbai-400028.**

Sir,

With reference to my application dated..... for pre-clearance of trade for purchase/sale ofequity shares/other securities of the Company, I , confirm , declare and undertake as follows:-

- i. That I do not have any access or has not received “price-sensitive information“ up to the time of signing the Undertaking.
- ii. That in case I have access to or receive “price-sensitive information“ after the signing of the Undertaking but before the execution of transaction. I shall inform you the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.
- iii. That I have not contravened the Code of Practice and Procedure and Code of Conduct to regulate, monitor and report trading in securities and fair disclosure of Unpublished price sensitive, information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015 (Code) as notified by the Company from time to time.
- iv. That I hereby confirm that I abide by the provisions of Clause 10.3 of the Code with regard to time norms for execution and holding of securities.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Signature

Name.....

FORM E
Application for Pre-clearance of trading in securities of the Company
(in terms of Clause 10.3 of the Code)

From
Name:-

Director/Designated employee:

Designation:-

DIN/Employee Code:

PAN:

Address:-

Date:-

To,
The Compliance Officer
The Ruby Mills Limited
Ruby House, J.K. Sawant Marg,
Dadar West, Mumbai-400028.

Sir,

With reference to above, I wish to inform you that I want to purchase /saleequity shares/other securities of the Company from open market/private arrangement, details of the same are as mentioned below:-

Sr.No.	Heading	Particulars
1.	Existing holding of the shares/other securities	
2.	Folio No./DP ID and Client ID	
3.	Nature of new transaction: Sale /Purchase	
4.	Quantity want to purchase/ Sale	
5.	Price at which you want to purchase/sale	
6.	Estimated consideration	
7.	Mode of transaction	
8.	Purpose of Purchase/Sale	
9.	In whose name (with relation) the transactions will take place	

I/We declare that I/We have complied with requirements of Company's "Code of Practice and Procedure and Code of Conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive, information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015". I am executing an Undertaking as required and enclose herewith.

You are requested kindly to give your permission to trade in the equity shares/other securities of the Company as requested above.

Signature

Name.....

FORM F
Application for Waiver of holding period
(in terms of Clause 10.4(iv) of the Code)

From
Name:-

Director/Designated employee:

Designation:-

DIN/Employee Code:

PAN:

Address:-

Date:-

To,
The Compliance Officer
The Ruby Mills Limited
Ruby House, J.K. Sawant Marg,
Dadar West, Mumbai-400028.

Sir,

With reference to above, I wish to inform you that I had purchased/sold..... equity shares/ other Securities of the Company on....., the details are as mentioned below:-

Sr.No.	Heading	Particulars
1.	No. of equity shares/other securities purchased/sold	
2.	Folio No./DP ID and Client ID	
3.	Date of Purchase/Sale and price of Purchase/Sale	
4.	From whom purchase/sale	
5.	Existing total holding	
6.	Quantity want to purchase/ Sale	
7.	Price at which you want to purchase/sale	
8..	Purpose of Purchase/Sale	
9.	Mode of transaction	

I understand that as provision of the Code of Practice and Procedure and Code of Conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive, information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015”, is not allowed to enter in to purchase/sale transaction before six months lapsed from earlier transaction of purchase/sale of equity shares/ other securities, but, due to reason as mentioned above, I need to purchase/sale the same before prescribed period.

You are requested kindly to give your permission to trade in the equity shares/other securities of the Company as requested above.

Signature

Name.....