

RIL/SECTL/2019/
29/05/2019

The Stock Exchange Mumbai
Corporate Relationship Dept,
Phirozee Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001

Dear Sir,

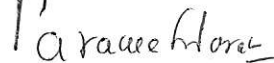
**Sub :- Annual Secretarial Compliance Report for the year ended 31st March, 2019 –
Reg.**

Pursuant to Regulation 24 (A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report issued by the Practicing Company Secretary for the Financial Year 2018-19.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,
For RUBFILA INTERNATIONAL LTD



N.N.PARAMESWARAN
CFO & Company Secretary

Encl : a/a

**SECRETARIAL COMPLIANCE REPORT OF RUBFILA INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31ST MARCH 2019**

We SVJS & Associates, Company Secretaries, Kochi have examined:

- a) all the documents and records made available to us and explanation provided by Rubfila International Limited ("the listed entity"), arising from the compliances of specific Regulations listed below,
- b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2009;



(e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors. Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors	Half of the Board of Directors of the Listed Entity does not comprise of Independent Directors.	On 28.05.2019 one of the promoter non independent director has resigned from the Board of Directors of the listed entity. Since 28.05.2019 half of the Board of Directors of the Listed Entity comprises of Independent Directors.
2	Regulation 108 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The issuer or the issuing company, as the case may be, shall, make an application for listing, within twenty days from the date of allotment, to one or more recognized stock exchange(s) along with the documents specified by stock exchange(s) from time to time.	The Listed Entity has not made the listing application for the allotment of 20,00,000 equity shares on conversion of convertible warrants made on 12.10.2018 within a period of 20 days.	The Stock Exchange has noted the same and has levied fine for the delay. The listed entity has paid the fine on 29.05.2019.



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions take against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

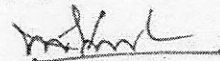
Sl. No.	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary
1	Stock Exchange	Non Compliance with the provisions pertaining to listing application (Regulation 108 (2) - Delay in filing application for listing of equity shares	As per the SEBI Circular CIR/CFD/DIL/57/2017 dated 15.06.2017, fine was imposed upon the listed entity by the Bombay Stock Exchange (BSE Limited)	The Listed Entity had made application/ appeal before the Securities Appellate Tribunal (SAT). SAT ordered SEBI to decide the application filed by the Listed Entity for waiver of fine. SEBI has not acceded the application filed by the listed entity. The listed entity has paid the fine on 29.05.2019.

(d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in the previous reports does not arise.

Kochi
29.05.2019



For SVJS & Associates
Company Secretaries


P.D.VINCENT
Managing Partner
CP No: 7940