

RIL/SECTL/2019
29/06/2019

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

Dear Sir,

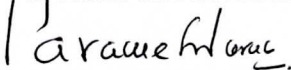
Sub ; - Submission of details regarding the e-voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Extra Ordinary General Meeting of the members of the Company held on 28th June, 2019.

We are submitting herewith the Combined Scrutinizer's Report for Remote E-voting and Poll for the Extra Ordinary General Meeting held on 28th June, 2019 submitted by M/s.SVJS & Associates, the Scrutinizers appointed.

Kindly take the documents on report.

Thanking You,

Yours Truly,
For RUBFILA INTERNATIONAL LTD



N.N.PARAMESWARAN
CFO & Company Secretary

Enc: a/a

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
RUBFILA INTERNATIONAL LIMITED**

To,

Mr. Dhiren S Shah
Chairman of the Meeting
Rubfila International Limited
New Industrial Development Area
Menon Para Road
Kanjikode, Palakkad
Kerala - 678 621

Extra-ordinary General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED** held on **Friday, the 28th day of June, 2019 at 11.00 A.M.** at the registered office of the Company at "New Industrial Development Area, Kanjikode, Palakkad, Kerala - 678 621.

Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the Extra-ordinary General Meeting of the Equity Shareholders of Rubfila International Limited.

We, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala- 682017 represented by CS. Vincent P.D, Managing Partner, holding Membership No. FCS: 3067, Certificate of Practice: 7940, have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolution at the Extra-ordinary General Meeting of the Equity Shareholders of RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018) held on Friday, the 28th day of June, 2019 at 11.00 A.M. at the registered office of the Company at "New Industrial Development Area, Kanjikode, Palakkad, Kerala - 678 621.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Tuesday, the 25th day of June 2019 (09.00 A.M.) to Thursday, the 27th day of June 2019 (5.00 P.M.). Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-



voting results were unblocked by us on Friday, the 28th day of June 2019 in the presence of two witnesses. For further details kindly refer our Scrutinizer Report on remote e-voting dated 28th June 2019 attached herewith.

At the Extra-ordinary General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to cast their votes through poll process. For details kindly refer to our Scrutinizer Report in Form MGT 13 dated 28th June 2019 attached herewith.

The result of the Remote E-voting together with that of the Poll is as under:

Resl .No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
SPECIAL BUSINESS (Special Resolution):						
1	Issue of Share Warrants, Convertible into Equity Shares on Preferential Basis to Promoters and Person Acting in Concert (PAC).	E-voting	18,407,192	100%	80	0%
		Poll	235,006	100%	0	0%
		Total	18,642,198	100%	80	0%

The Resolution stand passed under Remote E-Voting and Poll as Special Resolution with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries



P.D. VINCENT
Managing Partner
CP No: 7940

Kochi
28/06/2019

Dhiren S. Shah
DHIREN S. SHAH
Chairman of the
meeting.



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Ponoth Road, Kaloor
Kochi, Ernakulam - 682 017

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28/06/2019

To,

Mr. Dhiren S Shah
Chairman of the Meeting
Rubfila International Limited
New Industrial Development Area
Menon Para Road
Kanjikode, Palakkad
Kerala - 678 621

Sir,

Sub: Report of the Scrutinizer on Remote Electronic Voting

We, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala- 682017, represented by CS. Vincent P.D, Managing Partner, holding Membership No. FCS: 3067, Certificate of Practice: 7940, have been appointed by the Board of Directors of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)**, having registered office at New Industrial Development Area, Menon Para Road, Kanjikode, Palakkad, Kerala - 678 621, as the Scrutinizer for the Remote Electronic Voting of the resolution included in the notice calling the Extra Ordinary General Meeting of the Company held on Friday, the 28th day of June 2019.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company. Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company.

As the Scrutinizer, we report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Tuesday, the 25th day of June 2019 (09.00 A.M.) to Thursday, the 27th day of June 2019 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Extra Ordinary General Meeting.

On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended,



we have unblocked the votes on Friday, the 28th day of June 2019, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.

The following is the summary of remote e-voting result:

Res olut ion No.	Subject Matter of Resolution	Total No. of shares through E- voting	ASSENT / IN FAVOUR OF			DISSENT/ AGAINST	
			No. of Votes through E- voting	% of votes in favour on votes throug h E- voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes throug h E- voting
SPECIAL BUSINESS (Special Resolution)							
1	Issue of Share Warrants, Convertible into Equity Shares on Preferential Basis to Promoters and Person Acting in Concert (PAC).	18,407,272	18,407,192	100%	38.98%	80	0%

The resolution stand passed under Remote E-voting as Special Resolution with requisite majority as specified under the Companies Act, 2013.

Thank you
Yours faithfully



[Signature]
DHIREN S. SHAH
Chairman of the
meeting



Witnesses to the unblocking of votes:

[Signature]
1. Abhijith
Puthenpura
Thiruvananthapuram P.O
Cherthala
688532

2. Syam mokan.k.
IC 47/1197, Ragamathika (H)
Puthunkara, Puthunkara P.O
Thiruvananthapuram, Kerala - 680003

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Dhiren S Shah
Chairman of the Meeting
Rubfila International Limited
New Industrial Development Area
Menon Para Road
Kanjikode, Palakkad
Kerala - 678 621

Extra-ordinary General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED** held on **Friday, the 28th day of June, 2019 at 11.00 A.M.** at the registered office of the Company at "New Industrial Development Area, Kanjikode, Palakkad, Kerala - 678 621.

Dear Sir,

We, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala- 682017 represented by CS. Vincent P.D, Managing Partner, holding Membership No. FCS: 3067, Certificate of Practice: 7940, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the Extra-ordinary General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)**, held on Friday, the 28th day of June, 2019 at 11.00 A.M. at the registered office of the Company at "New Industrial Development Area, Kanjikode, Palakkad, Kerala - 678 621, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



3. The poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) RESOLUTION 1:

Issue of Share Warrants, Convertible into Equity Shares on Preferential Basis to Promoters and Person Acting in Concert (PAC):

- (i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	235,006	100%

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	160

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
7. The resolution stand passed under the poll as Special Resolution with requisite majority as specified under the Companies Act, 2013.

Thanking You
Yours faithfully

**For SVJS & Associates
Company Secretaries**



**P.D. VINCENT
Managing Partner
CP No: 7940**

Kochi
28/06/2019



x *JShah*
DHIREN S. SHAH
Chairman of the
meeting