

RIL/SECTL/2019/
23/09/2019

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 26th Annual General Meeting of the members of the Company held on 21st September, 2019

We are forwarding herewith the Combined Scrutinisers Report for the Remote E-voting and Poll for the 26th Annual General Meeting held on 21st September, 2019 submitted by M/s.SVJS & Associates, the Scrutinizers appointed.

Kindly take the documents on record.

Thanking You,

Yours Truly,
For RUBFILA INTERNATIONAL LTD


N.N.PARAMEWARAN
CFO & Company Secretary

Encl : a/a

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

To
Mr. G Krishnakumar
Managing Director
Rubfila International Limited
New Industrial Development Area
Menon Para Road, Kanjikode
Palakkad, Kerala: 678621



26th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)** held on Saturday, the 21st day of September, 2019 at 11.00 A.M. at "SKM Auditorium, Chedyankalai, Kanjikode, Palakkad".

Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 26th Annual 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. Sreekumar P.S., Partner, holding Membership No. FCS: 8130, Certificate of Practice: 8067, have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 26th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)** held on Saturday, the 21st day of September, 2019 at 11.00 A.M. at "SKM Auditorium, Chedyankalai, Kanjikode, Palakkad".

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 Wednesday, the 18th day of September 2019 (09.00 A.M.) to Friday, the 20th day of September 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 Saturday, the 21st day of September 2019 in the presence of two witnesses. For further details kindly refer our Scrutinizer Report on remote e-voting dated 21st September 2019 attached herewith.



At the Annual 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 21st September 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. | % |
| ORDINARY BUSINESS: | | | | | | |
| 1 | To receive, consider and adopt a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2019 together with the Report of the Board of Directors and Independent Auditors Report thereon; and b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Report of the Auditors thereon | E-voting | 21338238 | 100 | - | - |
| | | Poll | 53776 | 100 | - | - |
| | | Total | 21392014 | 100 | - | - |
| 2 | Declaration of Dividend on Equity Shares | E-voting | 21338238 | 100 | - | - |
| | | Poll | 53776 | 100 | - | - |
| | | Total | 21392014 | 100 | - | - |
| 3 | To appoint a Director in place of Mr. Bharat J Dattani (holding DIN 01462746), who retires by rotation | E-voting | 21338238 | 100 | - | - |
| | | Poll | 53776 | 100 | - | - |
| | | Total | 21392014 | 100 | - | - |



| | | | | | | |
|--|---|--------------|-----------------|------------|---|---|
| 4 | To appoint a Director in place of Mr. Dhiren S Shah (holding DIN 01143496), who retires by rotation | E-voting | 21338238 | 100 | - | - |
| | | Poll | 53776 | 100 | - | - |
| | | Total | 21392014 | 100 | - | - |
| SPECIAL BUSINESS (Ordinary Resolution): | | | | | | |
| 5 | Reclassification of the status of Promoters shareholding into Public shareholding | E-voting | 21113483 | 100 | - | - |
| | | Poll | 53776 | 100 | - | - |
| | | Total | 21167259 | 100 | - | - |
| 6 | To ratify the remuneration payable to Cost Auditors for the year 2019-20. | E-voting | 21338238 | 100 | - | - |
| | | Poll | 53776 | 100 | - | - |
| | | Total | 21392014 | 100 | - | - |

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully
For SVJS & Associates
Company Secretaries


SREEKUMAR P. S.
Partner
CP No: 8067

Kochi
21.09.2019

65 / 2364A
Ponoth Road, Kaloor
Kochi, Ernakulam - 682 017

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21.09.2019

To
Mr. G Krishnakumar
Managing Director
Rubfila International Limited
New Industrial Development Area
Menon Para Road, Kanjikode
Palakkad, Kerala: 678621



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. Sreekumar P.S., Partner, holding Membership No. FCS: 8130, Certificate of Practice: 8067, 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 – 678621 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 26th Annual General Meeting of the Company held on Saturday, the 21st day of September 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.

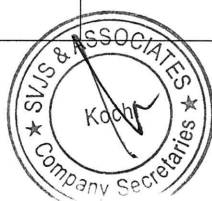
As the Scrutinizer, we report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Wednesday, the 18th day of September 2019 (09.00 A.M.) to Friday, the 20th day of September 2019 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual 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 Saturday, the 21st day of September 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 through h E- voting | % of Paid Up Capital | No. of Votes through E-voting | % of votes against on votes through h E- voting |
| ORDINARY BUSINESS | | | | | | | |
| 1 | To receive, consider and adopt a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2019 together with the Report of the Board of Directors and Independent Auditors Report thereon; and b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March 2019, together with the Report of the Auditors thereon | 21338238 | 21338238 | 100 | 45.19 | - | - |
| 2 | Declaration of Dividend on Equity Shares | 21338238 | 21338238 | 100 | 45.19 | - | - |
| 3 | To appoint a Director in place of Mr. Bharat J Dattani (holding DIN 01462746), who retires by rotation | 21338238 | 21338238 | 100 | 45.19 | - | - |
| 4 | To appoint a Director in place of Mr. Dhiren S Shah (holding DIN 01143496), who retires by rotation | 21338238 | 21338238 | 100 | 45.19 | - | - |



SPECIAL BUSINESS (Ordinary Resolution)

| | | | | | | | |
|---|---|----------|----------|-----|-------|---|---|
| 5 | Reclassification of the status of Promoters shareholding into Public shareholding | 21113483 | 21113483 | 100 | 44.72 | - | - |
| 6 | To ratify the remuneration payable to Cost Auditors for the year 2019-20. | 21338238 | 21338238 | 100 | 45.19 | - | - |

All resolutions stand passed under Remote E-voting as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.


Thank you


Yours faithfully

For SVJS & Associates
Company Secretaries

SREEKUMAR P. S.
Partner
CP No: 8067

Witnesses to the unblocking of votes:


1. Abhijith
Puthenpura . H
Thuvooor P.O
Cherthala
688532


2. Nikhil George Pinto
Breeze collage
Perumanoor
Kochi - 682015

[Handwritten signature]

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]

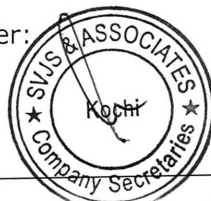
To
Mr. G Krishnakumar
Managing Director
Rubfila International Limited
New Industrial Development Area
Menon Para Road, Kanjikode
Palakkad, Kerala: 678621

26th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED** held on Saturday, the 21st day of September, 2019 at 11.00 A.M. at SKM Auditorium, Chedyankalai, Kanjikode, Palakkad.

Dear Sir,

We, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, PIN: 682017 represented by CS. Sreekumar P.S., Partner, holding Membership No. FCS: 8130, Certificate of Practice: 8067 appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions, at the 26th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)**, held on Saturday, the 21st day of September, 2019 at 11.00 A.M. at SKM Auditorium, Chedyankalai, Kanjikode, Palakkad, 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:

To receive, consider and adopt

a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2019 together with the Report of the Board of Directors and Independent Auditors Report thereon; and

b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Report of the Auditors thereon.

(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 |
|--|------------------------------|---------------------------------------|
| 31 | 53776 | 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 |
|--|------------------------------|---------------------------------------|
| - | - | - |

(iii) **Invalid** Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 4 | 480 |

(b) RESOLUTION 2:

Declaration of Dividend on Equity Shares:

(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 |
|--|------------------------------|---------------------------------------|
| 31 | 53776 | 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 |
|--|------------------------------|---------------------------------------|
| - | - | - |



(iii) **Invalid** Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 4 | 480 |

(c) RESOLUTION 3:

To appoint a Director in place of Mr. Bharat J Dattani (holding DIN 01462746), who retires by rotation:

(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 |
|--|------------------------------|---------------------------------------|
| 31 | 53776 | 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 |
|--|------------------------------|---------------------------------------|
| - | - | - |

(iii) **Invalid** Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 4 | 480 |

(d) RESOLUTION 4:

To appoint a Director in place of Mr. Dhiren S Shah (holding DIN 01143496), who retires by rotation:

(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 |
|--|------------------------------|---------------------------------------|
| 31 | 53776 | 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 |
|--|------------------------------|---------------------------------------|
| - | - | - |

(iii) **Invalid** Votes

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 4 | 480 |

(e) RESOLUTION 5:

Reclassification of the status of Promoters shareholding into Public shareholding:

(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 |
|--|------------------------------|---------------------------------------|
| 31 | 53776 | 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 |
|--|------------------------------|---------------------------------------|
| - | - | - |

(iii) **Invalid** Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 4 | 480 |

(f) RESOLUTION 6:

To ratify the remuneration payable to Cost Auditors for the year 2019-20:

(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 |
|--|------------------------------|---------------------------------------|
| 31 | 53776 | 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 |
|--|------------------------------|---------------------------------------|
| - | - | - |

(iii) **Invalid** Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 4 | 480 |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each 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. All resolutions stand passed under the poll as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You
Yours faithfully

For SVJS & Associates
Company Secretaries

SREEKUMAR P. S.
Partner
CP No: 8067

Kochi
21.09.2019