

RIL/SECTL/2021
30-06-2021

Scrip Code - 500367

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

Dear Sir

Sub: Annual Secretarial Compliance for the year ended 31st March, 2021- 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 2020-21.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,
For RUBFILA INTERNATIONAL LTD


N N PARAMESWARAN
CFO & Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF RUBFILA INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31ST MARCH 2021**

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"), the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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 2021 ("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, 2018;

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

(f) 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 does not comprise of Independent Directors for the period upto 10.09.2020.	The Company in its Annual General Meeting held on 10.09.2020 appointed an Independent Director and made half of the composition of the Board comprise with Independent Directors.
2	Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - No listed entity shall	The Company had appointed an Additional Independent Director who had attained	He was appointed as an Independent Director of the Company after

	appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.	age of seventy five years without passing a Special Resolution.	passing Special Resolution in the Annual General Meeting held on 10.09.2020.
3	Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	The Listed Entity has not submitted the disclosures of related party transactions for the quarter ended 30.09.2020 within the prescribed time.	The Listed Entity has submitted the disclosure on 19.01.2021.
4	Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within fifteen days from close of the quarter.	The Listed Entity has submitted the compliance report on corporate governance for the quarter ended 30.06.2020 on 16.07.2020.	The Listed Entity has submitted the compliance report on corporate governance for the quarter ended 30.06.2020 after fifteen days from the close of the quarter.
5	Regulation 33 (1) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself/herself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.	The auditor of the Listed Entity is not peer reviewed	The Listed Entity represented that the Auditor had submitted the necessary documents before the Institute of Chartered Accountants of India and was awaiting to be peer reviewed

(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 taken 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 disclosure of related party transactions on consolidated basis for the quarter ended 30.09.2020	Under Standing Operating Procedure with respect to non compliance of certain listing regulations, fine was imposed upon the listed entity by the Bombay Stock Exchange	The Listed Entity has submitted the disclosure on 19.01.2021 and had requested for waiver of fine. The Exchange vide E-mail dated 25.06.2021 has waived the fine imposed on the Listed Entity
2	Stock Exchange	Non compliance with the requirements pertaining to the appointment or continuation of Non Executive Director who has attained the age of seventy five Years	Under Standing Operating Procedure with respect to non compliance of certain listing regulations, fine was imposed upon the listed entity by the Bombay Stock Exchange	The non executive director who had attained the age of seventy five years was appointed as an Independent Director of the Company after passing Special Resolution in the Annual General Meeting held on 10.09.2020. The Listed Entity has filed application for waiver of fine.
3	Stock Exchange	Non compliance with the requirements pertaining to non submission of Corporate Governance compliance report within the period	Under Standing Operating Procedure with respect to non compliance of certain listing regulations, fine was imposed upon the listed entity by the Bombay Stock Exchange	The fine for delay of one day in filing Corporate Governance compliance report was paid by the Company.

(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

- i) Observations made in the Secretarial Compliance report for the financial year ended 31.03.2020

Sl. No.	Observations of the Practising Company Secretary in the previous report	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	<p>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.</p> <p>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</p> <p>Regulation 18 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Two - thirds of the members of audit committee shall be independent directors</p> <p>Regulation 19 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The board of directors shall constitute the nomination and remuneration committee as follows: at least fifty percent of the directors shall be independent directors</p> <p>Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The listed entity shall constitute a Stakeholders Relationship Committee to specifically look into various aspects of interest of shareholders, debenture holders and other security holders. At least three directors, with at least one being an</p>	<p>The Company has appointed the required number of Independent Directors in the Annual General Meeting held on 10.09.2020.</p>	<p>The Company has appointed the required number of Independent Directors in the Annual General Meeting held on 10.09.2020.</p>

	<p>independent director, shall be members of the Committee</p> <p>The Board of Directors and its committees do not comprise of the required number of Independent Directors as the term of 3 Independent directors expired in the month of February 2020.</p>		
2	<p>Regulation 9 (1) Schedule B – Clause 4 of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.</p> <p>It was found that the designated Person has traded 12387 securities when the trading window is closed.</p>	<p>The Listed Entity has represented that it was an inter depository adjustment and promoter had declared that there was no intentional purchase or sale of securities.</p>	<p>No further action has been taken by the Listed Entity.</p>

ii) Observations made in the Secretarial Compliance report for the financial year ended 31.03.2019

Sl. No.	Observations of the Practising Company Secretary in the previous report	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	<p>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.</p> <p>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</p>	<p>The Company in its Annual General Meeting held on 10.09.2020 appointed an Independent Director. The half of the Board of Directors comprises of Independent Directors since 10.09.2020.</p>	<p>The half of the Board of Directors comprises of Independent Directors.</p>

	<p>the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors</p> <p>Half of the Board of Directors of the Listed Entity does not comprise of Independent Directors.</p>		
2	<p>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.</p> <p>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.</p>	<p>The listed entity has paid the fine imposed by the Stock Exchange on 29.05.2019.</p>	<p>The shares are listed on Stock Exchange.</p>

For SVJS & Associates

Company Secretaries

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DEVASSY
VINCENT

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VINCENT
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P D Vincent

Managing Partner

FCS: 3067, CP. No. 7940

Kochi

30.06.2021

UDIN: F003067C000545818