

RIL/SECTL/2015
28-09-2015

The Manager,
Listing Department,
The Stock Exchange Mumbai
Phirozee Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001

Scrip Code 500367

Dear Sir,

Sub :- Proceedings of 22nd Annual General Meeting and declaration of voting results as per Clause 35 A of the Listing Agreement – reg.

Pursuant to Clause 35 A of the Listing Agreement, please find enclosed herewith the proceedings of the 22nd Annual General Meeting of the Company held on 26th September, 2015 at SKM Auditorium, Kanjikode, Palakkad, Kerala – 678 621

Please find enclosed, results of voting through electronic means and poll conducted at the AGM in the format prescribed in Clause 35 A of the Listing Agreement.

Also please find enclosed Consolidated Report of the Scrutinizer containing the details of Agendawise results of both the remote e-voting conducted during the period from 23rd September, 2015 to 25th September, 2015 and the voting conducted in the Annual General Meeting by way of physical Ballot process. As per the Scrutinizer's Report, all the Resolutions for the Agenda items set out in the Notice dated 07th August, 2015 of the 22nd Annual General Meeting have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report has been uploaded on the Company's website.

We request you to please take the above documents on record.

Thanking you,

Yours Truly,
For RUBFILA INTERNATIONAL LTD


N.N.PARAMESWARAN
Chief Finance Officer & Company Secretary

Encl : a/a

**PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON 26TH SEPTEMBER, 2015, AT SKM AUDITORIUM, KANJIKODE,
PALAKKAD, KERALA - 678 621**

Directors, Statutory Auditor and CFO & Company Secretary occupied their positions on the dais and Mr. Bharat J. Patel, occupied the Chair.

The Chairman welcomed all the Shareholders, Directors others to the Company's 22nd Annual General Meeting and introduced the persons sitting on the dais. He informed that Mr. Tommy Thompson, Mr. Hardik B. Patel and Mr. Samir. K. Shah, Directors could not attend the AGM due to pre-occupation.

The quorum being present the Chairman declared the meeting open and thereafter he addressed the Shareholders.

Chairman in his speech briefed about the performance and future prospects of the Company.

As directed by the Chairman, Company Secretary informed that the Company had provided remote e-voting facility to all the members entitled to cast their vote; i.e; persons who were members on 21st September, 2015 being the cut off date, in respect of all the resolutions for the agenda items set out in the Notice of AGM during the period from 23rd September, 2015 to 25th September, 2015, as per the provisions of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended. He informed that Mr. Sreekumar P.S, Practicing Company Secretary was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.

In terms of the Companies, Act, 2013 and the Listing Agreement, members attending the AGM, who had not already cast their vote by remote e-voting were also provided the option to exercise their right to vote at the venue of the AGM through physical ballot on all the resolutions, ordinary or special as the case may be, in respect of the ten agenda items set out in the Notice of AGM. Mr. Sreekumar P.S, Practicing Company Secretary has also been appointed as Scrutinizer for poll at the venue of the AGM.

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Thereafter as requested by the Chairman, Company Secretary explained the objective and implications of the resolutions before putting them to vote at the meeting. All the resolutions for the ten agenda items in the Notice of AGM were read out during the course of meeting.

Before ordering the poll, the Chairman invited the Shareholders for their queries and observations. After answering the queries of the shareholders, he ordered the poll and requested all the members present to cast their votes using the ballot papers.

After the completion of the poll process, the Chairman informed that the results would be decided after considering the remote e-voting and voting through ballot by the members at the venue of AGM by placing the same on the website of the Company on 28th September, 2015.

Thereafter, Mr.G.Krishna Kumar, Managing Director, proposed a vote of thanks to the Chairman, Directors, Shareholders and other who attended the AGM.

The meeting was concluded at 12.45 p.m

For RUBFILA INTERNATIONAL LTD

Parameeswaran

N.N.PARAMESWARAN

CFO & Company Secretary

Details of Voting Results

Sl. No	Particulars	Details
1.	Date of Annual General Meeting	26 th September, 2015
2.	Total Number of Shareholders as on cut-off date	42148
3.	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group : In Person Through Proxy Public: Members Proxy	 2 3 43 1
4.	No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	Not arranged

Resolution No. 1
Adoption of Financial Statements for the year ended 31st March, 2015

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948893	948893	100.00	948893	0	100.00	0

Resolution No. 2
Declaration of Dividend

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	951834	951834	100.00	951834	0	100.00	0

Resolution No.3
Re-appointment of Mr. Dhiren Shah (Holding DIN No.01149436)

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	14988093	14988093	100.00	14988093	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948973	948973	100.00	947973	1000	99.99	0.01

Resolution No.4
Re-appointment of Mr. Hardik B. Patel (Holding DIN No.00590663)

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948973	948973	100.00	947973	1000	99.89	0.11

Resolution No.5
Appointment of Statutory Auditors and Fixation of Remuneration

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948713	948713	100.00	948713	0	100.00	0

Resolution No.6
Ratification of Appointment of Cost Auditors and Payment of Remuneration for the FY 2014-15

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	949053	949053	100.00	949053	0	100.00	0

Resolution No.7
Appointment of Mr. Samir K. Shah (Holding DIN No.01714717)

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948793	948793	100.00	947793	1000	99.99	0.01

Resolution No.8
Appointment of Mr. Patrick M. Davenport (Holding DIN No.00962475)

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948973	948973	100.00	948973	0	100.00	0

Resolution No.9
Appointment of Mr. S.N.Rajan (Holding DIN No.00105864)

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948933	948933	100.00	947933	1000	99.99	0.01

Resolution No.10
Appointment of Ms. R. Chitra (Holding DIN No.01560585)

Promoters / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7) = (5)/(2)*100
Promoter & Promoter Group	16462848	16462848	100.00	16462848	0	100.00	0
Public Institutional holders	0	0	0	0	0	0	0
Public – Others	948893	948893	100.00	948893	0	100.00	0

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Padmam Apartments, Ravipuram, Kochi
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+91 484 2357039 (Corp. Office)

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
M/s. RUBFILA INTERNATIONAL LIMITED**

To

Mr. Bharat J Patel
Chairman
M/s. Rubfila International Limited
New Industrial Development Area, Menonpara Road
Kanjikode, Palakkad,
Kerala - 678621

Handwritten signature
26/9

22nd Annual General Meeting of the Equity Shareholders of **M/s. RUBFILA INTERNATIONAL LIMITED** held on Saturday, 26th day of September, 2015 at 11.00 A.M. at SKM Auditorium, Kanjikode, Palakkad.

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 22nd Annual General Meeting of the Equity Shareholders of **M/s. RUBFILA INTERNATIONAL LIMITED**.

I, CS. Sreekumar P.S., Company Secretary in Practice, holding Membership Number: FCS-8130 and Certificate of Practice Number - 8067, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 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 22nd Annual General Meeting of the Equity Shareholders of **M/s. RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)**, held on Saturday, 26th September, 2015, at SKM Auditorium, Kanjikode, Palakkad.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Wednesday, 23rd September, 2015 (09.00 A.M.) to Friday, 25th September 2015 (5.00 P.M.). M/s. Integrated Enterprises (India) Ltd is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me

on 26th September, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 26th September, 2015 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 record their votes through poll process. For details kindly refer to my Scrutinizer Report in MGT 13 dated 26th September, 2015 attached herewith.

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

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
ORDINARY BUSINESS						
1	Adoption of Annual Financial Statements for the year ended 31 st March, 2015 together with the Report of Auditors and Directors	E-voting	166779	100	NIL	NIL
		Poll	17244962	100	NIL	NIL
		Total	17411741	100	NIL	NIL
2	Declaration of Dividend on Equity Shares	E-voting	169680	100	NIL	NIL
		Poll	17245002	100	NIL	NIL
		Total	17414682	100	NIL	NIL
3	To appoint a Director in place of Mr. Dhiren S. Shah (DIN: 01149436), who retires by rotation	E-voting	165779	99.40	1000	0.60
		Poll	15770287	100	NIL	NIL
		Total	15936066	99.99	1000	0.01
4	To appoint a Director in place of Mr. Hardik B. Patel (DIN: 00590663), who retires by rotation	E-voting	165779	99.40	1000	0.60
		Poll	17245042	100	NIL	NIL
		Total	17410821	99.99	1000	0.01



5	Appointment of M/s Mohan & Mohan Associates, Chartered Accountants as the Statutory Auditors of the Company and fixing of Remuneration	E-voting	166679	100	NIL	NIL
		Poll	17244882	100	NIL	NIL
		Total	17411561	100	NIL	NIL
SPECIAL BUSINESS (ORDINARY RESOLUTION)						
6	To Ratify the appointment of M/s Ajith Sivadas & Co, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2014-15 and Remuneration payable to them	E-voting	166779	100	NIL	NIL
		Poll	17245122	100	NIL	NIL
		Total	17411901	100	NIL	NIL
7	Appointment of Mr. Samir K. Shah (DIN: 01714717) as Independent Director of the Company	E-voting	165679	99.40	1000	0.60
		Poll	17244962	100	NIL	NIL
		Total	17410641	99.99	1000	0.01
8	Appointment of Mr. Patrick M. Davenport (DIN: 00962475) as Independent Director of the Company	E-voting	166779	100	NIL	NIL
		Poll	17245042	100	NIL	NIL
		Total	17411821	100	NIL	NIL
9	Appointment of Mr. S. N. Rajan (DIN: 00105864) as Independent Director of the Company	E-voting	165779	99.40	1000	0.60
		Poll	17245002	100	NIL	NIL
		Total	17410781	99.99	1000	0.01
10	Appointment of Ms. R. Chitra (DIN: 01560585) as Independent Director of the Company	E-voting	166779	100	NIL	NIL
		Poll	17244962	100	NIL	NIL
		Total	17411741	100	NIL	NIL




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
26.09.2015



Corp. Office : 39/3519 B, 1st Floor
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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. Bharat J Patel
Chairman
M/s. Rubfila International Limited
New Industrial Development Area, Menonpara Road
Kanjikode, Palakkad,
Kerala - 678621

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26/9

22nd Annual General Meeting of the Equity Shareholders of **M/s. RUBFILA INTERNATIONAL LIMITED** held on Saturday, 26th day of September, 2015 at 11.00 A.M. at SKM Auditorium, Kanjikode, Palakkad

Dear Sir,

I, CS. Sreekumar P. S., Company Secretary in Practice, holding Membership Number: FCS-8130 and Certificate of Practice Number - 8067, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 22nd Annual General Meeting of the Equity Shareholders of **M/s. RUBFILA INTERNATIONAL LIMITED** (CIN: L25199KL1993PLC007018), held on Saturday, 26th day of September, 2015 at the SKM Auditorium, Kanjikode, Palakkad submit my 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 my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my 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 authorisations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution 1:

Adoption of Annual Financial Statements for the year ended 31st March, 2015 together with the Report of Auditors and Directors:

(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	17244962	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
NIL	NIL	NIL

(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	240

(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	17245002	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
NIL	NIL	NIL



(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	240

(c) Resolution 3:

To appoint a Director in place of Mr. Dhiren S. Shah (DIN: 01149436), 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	15770287	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
NIL	NIL	NIL

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	320

(d) Resolution 4:

To appoint a Director in place of Mr. Hardik B. Patel (DIN: 00590663), 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
32	17245042	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
NIL	NIL	NIL

(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	240

(e) **Resolution 5:**

Appointment of M/s Mohan & Mohan Associates, Chartered Accountants as the Statutory Auditors of the Company and fixing of Remuneration:

(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	17244882	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
NIL	NIL	NIL

(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	240

(f) **Resolution 6:**

To Ratify the appointment of M/s Ajith Sivadas & Co, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2014-15 and Remuneration payable to them:



(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
33	17245122	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
NIL	NIL	NIL

(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	240

(g) Resolution 7:

Appointment of Mr. Samir K. Shah (DIN: 01714717) as Independent Director of the Company:

(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	17244962	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
NIL	NIL	NIL

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	320



(h) Resolution 8:

Appointment of Mr. Patrick M. Davenport (DIN: 00962475) as Independent Director of the Company:

(iii) 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	17245042	100

(iv) 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
NIL	NIL	NIL

(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	240

(i) Resolution 9:

Appointment of Mr. S. N. Rajan (DIN: 00105864) as Independent Director of the Company:

(v) 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	17245002	100

(vi) 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
NIL	NIL	NIL



(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	240

(j) **Resolution 10:**

Appointment of Ms. R. Chitra (DIN: 01560585) as Independent Director of the Company:

(vii) 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	17244962	100

(viii) 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
NIL	NIL	NIL

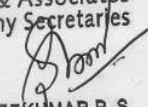
(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	320

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.

Thanking You
Yours faithfully

For SVJS & Associates
Company Secretaries


SREEKUMAR P. S.
Partner
Kochi CP No: 8067
26.09.2015



Corp. Office : 39/3519 B, Ist Floor
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+91 484 2357039 (Corp. Office)

26.09.2015

To

Mr. Bharat J. Patel

Chairman

M/s. Rubfila International Limited

New Industrial Development Area, Menonpara Road

Kanjikode, Palakkad, Kerala - 678621

Sir,

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26/9

Sub: Report of the Scrutinizer on Electronic Voting

I, CS. Sręekumar P. S., Company Secretary in Practice, holding Membership Number: FCS – 8130 and Certificate of Practice Number – 8067, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala – 682 016, have been appointed by the Board of Directors of **M/s. RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)** as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the proposed Annual General Meeting of the Company held on 26th September, 2015.

As the Scrutinizer, I 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, 23rd September, 2015 (09.00 A.M.) to Friday, 25th September, 2015 (5.00 P.M.). Further the e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the 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, I have unblocked the votes on 26th September, 2015, 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 e-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Reso lutio n No.	Subject Matter of Resolution	Total No. of shares through E- voting	No. of Votes through E-voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E- voting	% of votes against on votes through E-voting
ORDINARY BUSINESS							
1	Adoption of Annual Financial Statements for the year ended 31 st March, 2015 together with the Report of Auditors and Directors	166779	166779	100	0.39%	NIL	NIL
2	Declaration of Dividend on Equity Shares.	169680	169680	100	0.39%	NIL	NIL
3	To appoint a Director in place of Mr. Dhiren S. Shah (DIN: 01149436), who retires by rotation	166779	165779	99.40	0.39%	1000	0.60
4	To appoint a Director in place of Mr. Hardik B. Patel (DIN: 00590663), who retires by rotation	166779	165779	99.40	0.38%	1000	0.60
5	Appointment of M/s Mohan & Mohan Associates, Chartered Accountants as the Statutory Auditors of the Company and fixing of Remuneration	166679	166679	100	0.39%	NIL	NIL
SPECIAL BUSINESS (ORDINARY RESOLUTION)							
6	To Ratify the appointment of M/s Ajith Sivadas & Co, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2014-15 and Remuneration payable to them	166779	166779	100	0.39%	NIL	NIL

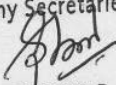


7	Appointment of Mr. Samir K. Shah (DIN: 01714717) as Independent Director of the Company	166679	165679	99.40	0.38%	1000	0.60
8	Appointment of Mr. Patrick M. Davenport (DIN: 00962475) as Independent Director of the Company	166779	166779	100	0.39%	NIL	NIL
9	Appointment of Mr. S. N. Rajan (DIN: 00105864) as Independent Director of the Company	166779	165779	99.40	0.38%	1000	0.60
10	Appointment of Ms. R. Chitra (DIN: 01560585) as Independent Director of the Company	166779	166779	100	0.39%	NIL	NIL

Thank you


Yours faithfully

For SVJS & Associates
Company Secretaries


SREEMUMAR P. S.
Partner
CP No: 8067



Witnesses to the unblocking of votes:

1. VINAYAK NADESH
SIVAS, VADARKEKULAMPAL
M-O. WARD
Alappuzha 

2. NIKHIL GEORGE PINTO
BREEZE COTTAGE
PERUMANDOR
KOCHI - 682015 