

RIL/SECTL/2017/
16/09/2017

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 24th Annual General Meeting of the members of the Company held on 15th September, 2017.

We are forwarding herewith the Combined Scrutinizer's Report for Remote E-voting and Poll for the 24th Annual General Meeting held on 15th September, 2017 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. PARAMESWARAN
Chief Finance Officer & Company Secretary

Encl : a/a

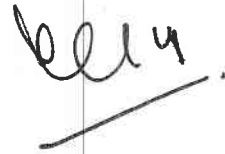
Corp. Office : 39/3519 B, 1st Floor
Padmam Apartments, Ravipuram, Kochi
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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
RUBFILA INTERNATIONAL LIMITED**

To
Mr. S. N. Rajan
Chairman
24th Annual General Meeting of the Equity Shareholders
Rubfila International Limited
New Industrial Development Area, Menon Para Road
Kanjikode, Palakkad, Kerala - 678621



24th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED** held on Friday, 15th day of September, 2017 at 11.00 A.M. at RB Auditorium, Opp. Instrumentation Ltd, Kanjikode, Palakkad.

Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 24th Annual General Meeting of the Equity Shareholders of 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, 39/3519 B, 1st Floor, 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 24th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)** held on Friday, 15th day of September, 2017 at 11.00 A.M. at RB Auditorium, Opp. Instrumentation Ltd, Kanjikode, Palakkad.

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 from Tuesday, the 12th day of September, 2017 (09.00 A.M.) to Thursday, the 14th day of September, 2017 (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 me on 15th September 2017 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 15th September 2017 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 my Scrutinizer report in MGT 13 dated 15th September 2017 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 Businesses	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
ORDINARY BUSINESS :						
1	Adoption of Audited Financial Statements of the Company for the year ended 31 st March, 2017 together with the Report of the Board of Directors and Independent Auditors Report thereon	E-voting	17171301	100	0	0
		Poll	2857280	100	0	0
		Total	20028581	100	0	0
2	Declaration of dividend on Equity shares for the Financial Year ended 31 st March 2017	E-voting	17171301	100	0	0
		Poll	2857905	100	0	0
		Total	20029206	100	0	0
3	Re-appointment of Director Mr. Bharat J. Patel (holding DIN 01100361), who retires by rotation in terms of Section 152 (6) of Companies Act, 2013	E-voting	10477375	100	0	0
		Poll	2857280	100	0	0
		Total	13334655	100	0	0
4	Re-appointment of Director Mr. Dhiren S Shah (holding DIN 01149436), who retires by rotation in terms of Section 152(6) of Companies Act, 2013	E-voting	17171281	100	0	0
		Poll	2857280	100	0	0
		Total	20028561	100	0	0
5	Appointment of M/s Cyriac & Associates, Chartered Accountants as the Statutory Auditors of the Company and to fix their Remuneration.	E-voting	17171301	100	0	0
		Poll	2857280	100	0	0
		Total	20028581	100	0	0



SPECIAL BUSINESS (ORDINARY RESOLUTION)						
6	Ratification of the payment of remuneration to the Cost Auditors of the Company M/s Ajith Sivadas & Co, Cost Accountants for the Financial Year 2016-17.	E-voting	17171301	100	0	0
		Poll	2857280	100	0	0
		Total	20028581	100	0	0
7	Ratification of remuneration to be paid to the Cost Auditors of the Company M/s Ajith Sivadas & Co, Cost Accountants for the Financial Year 2017-18	E-voting	17171301	100	0	0
		Poll	2857280	100	0	0
		Total	20028581	100	0	0
8	Appointment of Mr. S. H. Merchant (DIN: 00075865) as an Independent Director of the Company.	E-voting	17171011	99.998	290	0.002
		Poll	2857280	100	0	0
		Total	20028291	99.998	290	0.002
SPECIAL BUSINESS (SPECIAL RESOLUTION):						
9	Approval of Rubfila International Limited - Employee Stock Option Scheme 2017 (RUBFILA ESOS 2017)	E-voting	17171281	100	0	0
		Poll	2857280	100	0	0
		Total	20028561	100	0	0
SPECIAL BUSINESS (ORDINARY RESOLUTION):						
10	Re-appointment of Mr. G. Krishna Kumar (holding DIN 01450683) as Managing Director of the Company	E-voting	17171281	100	0	0
		Poll	2857280	100	0	0
		Total	20028561	100	0	0

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

Thanking You

Yours faithfully
 For Sree Kumar P. S.
 Company Secretaries
 15/09/2017
 SREEKUMAR P. S.
 Partner
 CP No: 8067



Date: 15.09.2017
 Place: Kochi

Corp. Office : 39/3519 B, 1st Floor
Padmam Apartments, Ravipuram, Kochi
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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. S. N. Rajan
Chairman
24th Annual General Meeting of the Equity Shareholders
Rubfila International Limited
New Industrial Development Area, Menon Para Road
Kanjikode, Palakkad, Kerala - 678621

24th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED** held on Friday, 15th day of September, 2017 at 11.00 A.M. at RB Auditorium, Opp. Instrumentation Ltd, 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, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala -682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 24th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)**, held on Friday, 15th day of September, 2017 at 11.00 A.M. at RB Auditorium, Opp. Instrumentation Ltd, 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 marks 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 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:

Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Report of the Board of Directors and Independent Auditors Report 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
46	2857280	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
6	26338

(b) Resolution 2:

Declaration of dividend on Equity shares for the Financial Year ended 31st March 2017.

(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
47	2857905	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
5	25713

(c) **Resolution 3:**

Re-appointment of director, Mr. Bharat J. Patel (holding DIN 01100361), who retires by rotation in terms of Section 152 (6) of Companies Act, 2013.

(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
46	2857280	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
6	26338

(d) **Resolution 4:**

Re-appointment of director, Mr. Dhiren S Shah (holding DIN 01149436), who retires by rotation in terms of Section 152(6) of Companies Act, 2013.

(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
46	2857280	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
6	26338

(e) **Resolution 5:**

Appointment of M/s Cyriac & Associates, Chartered Accountants as the Statutory Auditors of the Company and to fix their 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
46	2857280	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
6	26338

(f) **Resolution 6:**

Ratification of the payment of remuneration to the Cost Auditors of the Company M/s Ajith Sivadas & Co, Cost Accountants for the Financial Year 2016-17.



(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
46	2857280	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
6	26338

(g) **Resolution 7:**

**Ratification of remuneration to be paid to the Cost Auditors of the Company
M/s Ajith Sivadas & Co, Cost Accountants for the Financial Year 2017-18**

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
46	2857280	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
6	26338



(h) Resolution 8:

Appointment of Mr. S. H. Merchant (DIN: 00075865) as an 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
46	2857280	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
6	26338

(i) Resolution 9:

Approval of Rubfila International Limited - Employee Stock Option Scheme 2017 (RUBFILA ESOS 2017).

(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
46	2857280	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
6	26338

(j) **Resolution 10:**

Re-appointment of Mr. G. Krishna Kumar (holding DIN 01450683) as Managing 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
46	2857280	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
6	26338

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.

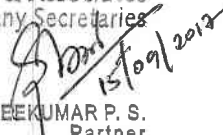


7. All resolutions stand passed under the poll as Ordinary / Special resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries


SREEKUMAR P. S.
Partner
CP No: 8067

Date: 15.09.2017

Place: Kochi



Corp. Office : 39/3519 B, 1st Floor
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15.09.2017

To
Mr. S. N. Rajan
Chairman
24th Annual General Meeting of the Equity Shareholders
Rubfila International Limited
New Industrial Development Area, Menon Para Road
Kanjikode, Palakkad, Kerala - 678621

Sir,

Sub: Report of the Scrutinizer on Remote Electronic Voting

I, CS. Sreekumar P.S., Company Secretary in Practice, holding Membership Number: FCS - 8130 and Certificate of Practice Number - 8067, SVJS & Associates, Company Secretaries, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, 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 24th Annual General Meeting of the Company held on 15th September 2017.

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, 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 Tuesday, the 12th day of September, 2017 (09.00 A.M.) to Thursday, the 14th day of September, 2017 (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, I have unblocked the votes on 15th September 2017, 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 E- voting	% of Paid Up Capita l	No. of Votes through E-voting	% of votes against on votes through E-voting
ORDINARY BUSINESS							
1	Adoption of Audited Financial Statements of the Company for the year ended 31 st March, 2017 together with the Report of the Board of Directors and Independent Auditors Report thereon	17171301	17171301	100	39.73	-	-
2	Declaration of dividend on Equity shares for the Financial Year ended 31 st March 2017	17171301	17171301	100	39.73	-	-
3	Re-appointment of Director Mr. Bharat J. Patel (holding DIN 01100361), who retires by rotation in terms of Section 152 (6) of Companies Act, 2013*	17171301	10477375	100	24.24	-	-
4	Re-appointment of Director Mr. Dhiren S Shah (holding DIN 01149436), who retires by rotation in terms of Section 152(6) of Companies Act, 2013	17171301	17171281	100	39.73	-	-
5	Appointment of M/s Cyriac & Associates, Chartered Accountants as the Statutory Auditors of the Company and to fix their Remuneration.	17171301	17171301	100	39.73	-	-
SPECIAL BUSINESS (Ordinary Resolution)							
6	Ratification of the payment of remuneration to the Cost Auditors of the Company M/s Ajith Sivadas & Co, Cost Accountants for the Financial Year 2016-17.	17171301	17171301	100	39.73	-	-



7	Ratification of remuneration to be paid to the Cost Auditors of the Company M/s Ajith Sivasdas & Co, Cost Accountants for the Financial Year 2017-18	17171301	17171301	100	39.73	-	-
8	Appointment of Mr. S. H. Merchant (DIN: 00075865) as an Independent Director of the Company.	17171301	17171011	99.99	39.73	290	-
SPECIAL BUSINESS (Special Resolution)							
9	Approval of Rubfila International Limited - Employee Stock Option Scheme 2017 (RUBFILA ESOS 2017).	17171301	17171281	100	39.73	-	-
SPECIAL BUSINESS (Ordinary Resolution)							
10	Re-appointment of Mr. G. Krishna Kumar (holding DIN 01450683) as Managing Director of the Company	17171301	17171281	100	39.73	-	-

*Note: The voting made by Mr. Bharat J Patel for Resolution No. 3 has been excluded while scrutiny.

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

Thank you

Yours faithfully

For SVJS & Associates
Company Secretaries

[Signature]
15/19/17
SREEKUMAR P. S.
Partner
CP No: 8067



Witnesses to the unblocking of votes:

1. Nikhil George Pinto
Bluey college
Perumbavoor
Cochin -15
2. Praveen P
Jelumangalam H
Udayanapuram P.O
Varkom, Kottayam

[Signature]

[Signature]