

RIL/SECTL/2018/
22/09/2018

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 25th Annual General Meeting of the members of the Company held on 22nd September, 2018.

We are forwarding herewith the Combined Scrutinizer's Report for Remote E-voting and Poll for the 25th Annual General Meeting held on 22nd September, 2018 submitted by M/s.SVJS & Associates, the Scrutinizers appointed.

Kindly take the documents on record.

Thanking You,

Yours Truly,
For RUBFILA INTERNATIONAL LTD



M SUDHESH
Manager (Finance & Legal)

Encl : a/a

Corp. Office : 39 /3525, Kausthubham
Manikkath Road, Ravipuram, Kochi
Ernakulam, Kerala, India - 682 016

www.svjs.in
info@svjs.in / svjsassociates@gmail.com

+91 484 2356449 (Regd. Office)
+91 484 2357039 (Corp. Office)

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

To
Mr. Dhiren S Shah
Chairman
25th Annual General Meeting of the Equity Shareholders
Rubfila International Limited
New Industrial Development Area, Menon Para Road
Kanjikode, Palakkad, Kerala – 678 621



25th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)** held on Saturday, the 22nd day of September, 2018 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 25th Annual General Meeting of the Equity Shareholders of RUBFILA INTERNATIONAL LIMITED.

We, SVJS & Associates, Company Secretaries, 39/3525, Kausthubham, Manikkath Road, Ravipuram, Cochin, Kerala, India – 682 016 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 25th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)** held on Saturday, the 22nd day of September, 2018 at 11.00 A.M. at "RB Auditorium, Opp. Instrumentation Ltd, 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 19th day of September 2018 (09.00 A.M.) to Friday, the 21st day of September 2018 (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 22nd day of September 2018 in the presence of two witnesses. For further details kindly refer our Scrutinizer Report on remote e-voting dated 22nd September 2018 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 22nd September 2018 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	Adoption of Annual Financial Statements for the year ended 31 st March, 2018 together with the Report of Auditors and Directors.	E-voting	19238546	100	0	0
		Poll	5720533	99.99	50	0.0001
		Total	24959079	99.99	50	0.0001
2	Declaration of Dividend on Equity Shares	E-voting	19238546	100	0	0
		Poll	5720583	100	0	0
		Total	24959129	100	0	0
3	To appoint a Director in place of Mr. Thomas Calton Thompson III (holding DIN 01509260), who retires by rotation	E-voting	19237296	99.99	1250	0.01
		Poll	5720533	99.99	50	.0001
		Total	24957829	99.99	1300	0.0001
4	To appoint a Director in place of Mr. Hardik B. Patel (holding DIN 00590663), who retires by rotation	E-voting	19208596	99.84	29950	0.16
		Poll	5720453	99.99	130	0.0001
		Total	24929049	99.88	30080	0.12
SPECIAL BUSINESS (Ordinary Resolution):						
5	Reclassification of the status of Promoters shareholding into Public shareholding	E-voting	19208596	99.84	29950	0.16
		Poll	5720453	99.99	130	0.0001
		Total	24929049	99.88	30080	0.12



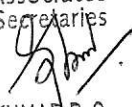
6	To Ratify the payment of remuneration to the Cost Auditors of the Company M/s Ajith Sivadas & Co, Cost Accountants for the Financial Year 2018-19	E-voting	19208596	99.84	29950	0.16
		Poll	5720533	99.99	50	0.0001
		Total	2492129	99.88	30000	0.12

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

22/09/2018

Corp. Office : 39 /3525, Kausthubham
Manikkath Road, Ravipuram, Kochi
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22/09/2018

To
Mr. Dhiren S Shah
Chairman
25th Annual General Meeting of the Equity Shareholders
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, 39/3525, Kausthubham, Manikkath Road, Ravipuram, Cochin, Kerala– 682 016 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 – 678 621 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 25th Annual General Meeting of the Company held on Saturday, the 22nd day of September 2018.

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 19th day of September 2018 (09.00 A.M.) to Friday, the 21st day of September 2018 (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 22nd day of September 2018, 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:

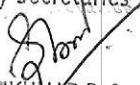
Res olut ion No.	Subject Matter of Resolution	Total No. of shares through E- voting	ASSENT / IN FAVOUR OF			DISSENT/ AGAINST	
			No. of Votes through E- voting	% of votes in favour on votes throug h E- voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes throug h E- voting
ORDINARY BUSINESS							
1	Adoption of Annual Financial Statements for the year ended 31 st March, 2018 together with the Report of Auditors and Directors.	19238546	19238546	100	42.55	0	0
2	Declaration of Dividend on Equity Shares	19238546	19238546	100	42.55	0	0
3	To appoint a Director in place of Mr. Thomas Calton Thompson III (holding DIN 01509260), who retires by rotation	19238546	19237296	99.99	42.54	1250	0.01
4	To appoint a Director in place of Mr. Hardik B. Patel (holding DIN 00590663), who retires by rotation	19238546	19208596	99.84	42.48	29950	0.16
SPECIAL BUSINESS (Ordinary Resolution)							
5	Reclassification of the status of Promoters shareholding into Public shareholding	19238546	19208596	99.84	42.48	29950	0.16
6	To Ratify the payment of remuneration to the Cost Auditors of the Company M/s Ajith Sivadas & Co, Cost Accountants for the Financial Year 2018-19	19238546	19208596	99.84	42.48	29950	0.16

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. Nikhil George Pinto
Breye cottage
Perumanoor
Cochin - 682015


2. Abhijith
Puthenpura
Thuravoor P.O
Cherthala
688532



Corp. Office : 39 /3525, Kausthubham
Manikkath Road, Ravipuram, Kochi
Ernakulam, Kerala, India - 682 016

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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. Dhiren S Shah
Chairman
25th Annual General Meeting of the Equity Shareholders
Rubfila International Limited
New Industrial Development Area, Menon Para Road
Kanjikode, Palakkad
Kerala – 678 621

25th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED** held on Saturday, the 22nd day of September, 2018 at 11.00 A.M. at "RB Auditorium, Opp. Instrumentation Ltd, Kanjikode, Palakkad.

Dear Sir,

We, SVJS & Associates, Company Secretaries, 39/3525, Kausthubham, Manikkath Road, Ravipuram, Cochin, Kerala- 682 016 represented by CS. Sreekumar P.S., Partner, holding Membership No. FCS: 8130, Certificate of Practice: 8067 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 25th Annual General Meeting of the Equity Shareholders of **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)**, held on Saturday, the 22nd day of September, 2018 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 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:

Adoption of Annual Financial Statements for the year ended 31st March, 2018 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
29	5720533	99.99

- (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
1	50	0.0001

- (iii) **Invalid** Votes:

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

(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
30	5720583	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
-	-

(c) **RESOLUTION 3:**

To appoint a Director in place of Mr. Thomas Calton Thompson III (holding DIN 01509260), 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
29	5720533	99.99

(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
1	50	.0001

(iii) **Invalid** Votes:

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

(d) **RESOLUTION 4:**

To appoint a Director in place of Mr. Hardik B. Patel (holding 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
28	5720453	99.99

(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
2	130	0.0001

(iii) **Invalid** Votes

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

(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
28	5720453	99.99

(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
2	130	0.0001

(iii) **Invalid** Votes:

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



(f) **RESOLUTION 6:**

To Ratify the payment of remuneration to the Cost Auditors of the Company M/s Ajith Sivasdas & Co, Cost Accountants for the Financial Year 2018:

(iv) 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
29	5720533	99.99

(v) 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
1	50	0.0001

(vi) **Invalid** Votes:


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

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

22/09/2018

