

10.09.2020

To
G Krishnakumar
Manging Director
Rubfila International Limited
New Industrial Development Area
Menon Para Road
Kanjikode, Palakkad
Kerala - 678 621

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Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the 27th Annual General Meeting of Rubfila International Limited held on Thursday, the 10th day of September 2020 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

I, CS Jayan K, Company Secretary in Practice, holding Membership Number: FCS - 8154 and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala - 682017, have been appointed by the Board of Directors of **Rubfila International Limited (CIN: L25199KL1993PLC007018)** having Registered Office at "New Industrial Development Area, Kanjikode, Palakkad, Kerala - 678 621, as the Scrutinizer for the remote e-Voting in connection with resolutions proposed at the 27th Annual General Meeting of the shareholders of the Company held on Thursday, the 10th day of September 2020 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The notice calling 27th Annual General Meeting of the shareholders of the Company dated 03rd August 2020, as confirmed by the Company, was sent to the shareholders in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 08th April 2020, 13th April 2020 and 05th May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (collectively referred to as "MCA circulars") and SEBI Circular dated 12th May 2020.

The Company has appointed Central Depository Services (India) Limited (CDSL), as the Service Provider, for extending the facility for the 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 Monday, the 07th day of September, 2020 at 9.00 A.M to Wednesday, the 09th day of September, 2020 at 5.00 P.M. Further, the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.

At the Annual General Meeting, the Company facilitated the members present in meeting through VC/OAVM facility and who have not cast their votes through Remote E-voting facility to cast their vote through E-voting facility provided during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.

On completion of the E-Voting, 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 Thursday, the 10th day of September 2020.

The following is the summary of e-voting result:

			ASSENT / IN FAVOUR OF			DISSENT/ AGAINST	
Resolution 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 Audited Financial Statements both Standalone and Consolidated for the year ended March 31, 2020 along with reports of the Board of Directors and the Auditors' thereon.	24671587	24671347	99.99%	49.87%	240	-
2.	Declaration of final dividend for the financial year ended 31.03.2020	24671587	24671212	99.99%	49.87%	375	-
3.	Re-appointment of Director retiring by rotation, Mr. Bharat J Patel (holding DIN 01100361)	24671587	24671212	99.99%	49.87%	375	-
4.	Re-appointment of Director retiring by rotation, Mr. Thomas Carlton -III (Tommy Thompson) (DIN 01509260)	24671587	24671212	99.99%	49.87%	375	-

SPECIAL BUSINESS (Special Resolution)

5.	Issue of equity shares on preferential basis to Promoters	24671587	24670776	99.99%	49.87%	811	-
6.	Appointment of Mr. D. G. Rajan (DIN 00303060) as an Independent Director of the Company	24671587	24671347	99.99%	49.87%	240	-

SPECIAL BUSINESS (Ordinary Resolution)

7.	Re-appointment of Mr. G. Krishna Kumar (holding DIN 01450683) as Managing Director of the Company	24671587	24671347	99.99%	49.87%	240	-
8.	Ratification of the remuneration payable to Cost Auditors for the year 2020-21.	24671587	24671327	99.99%	49.87%	260	-

SPECIAL BUSINESS (Special Resolution)							
9.	Re-appointment of Mr. Samir K Shah (DIN: 01714717) as an Independent Director of the Company.	24671587	24671347	99.99%	49.87%	240	-
10.	Re-appointment of Mr. Patrick M Davenport (DIN: 00962475) as an Independent Director of the Company.	24671587	24671347	99.99%	49.87%	240	-
11.	Re-appointment of Mrs. R. Chitra (DIN: 01560585) as an Independent Director of the Company.	24671587	24671212	99.99%	49.87%	375	-

All resolutions stand passed under 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

JAYAN
KATTIRI

Digitally signed by JAYAN KATTIRI
Date: 2020.09.16 17:36:58 +05'30'

Jayan K.
Partner
M. No. F 8154
CP. No. 7363

UDIN: F008154B000691311