

RIL/SECTL/2024
30-05-2024

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, 2024- 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 2023-24.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,
For RUBFILA INTERNATIONAL LTD

SUDHESH MADAYOTH
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SUDHESH MADAYOTH
Date: 2024.05.30
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SUDHESH M
AGM (Finance & Legal)



**SECRETARIAL COMPLIANCE REPORT OF RUBFILA INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31ST MARCH 2024**

We, SVJS & Associates, Company Secretaries, Kochi have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **RUBFILA INTERNATIONAL LIMITED (CIN: L25199KL1993PLC007018)** (hereinafter referred as 'the listed entity'), having its Registered Office at New Industrial Development Area, Menon Para Road, Kanjikode, Palakkad, Kerala - 678621. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

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 (CIN: L25199KL1993PLC007018) ("the listed entity"),
- 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 2024 ("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 and Sweat Equity) Regulations, 2021;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) 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:

- I. (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:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|--|-----------------|----------------|---|-------------|--|---|---------|
| 1. | Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Pursuant to the said regulation, the Listed entity shall ensure that | Regulation 17 (1C) | Mr. Gopinathan Pillai Krishna Kumar has been re-appointed as the Managing Director of the Company for the period of 03 years, at the Board Meeting held on | - | - | Mr. Gopinathan Pillai Krishna Kumar has been re-appointed as the Managing Director of the Company for | - | Mr. Gopinathan Pillai Krishna Kumar has been re-appointed as the Managing Director of the Company for the period of 03 years, at the Board Meeting held on 09/11/2023. But | Mr. Gopinathan Pillai Krishna Kumar was appointed to the Board as provided under section 194 (6), 197 and Schedule V of the Companies | |

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| | approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. | | 09/11/2023. But the shareholders' approval not taken within 03 months from the date of re-appointment. | | | the period of 03 years, at the Board Meeting held on 09/11/2023. But the shareholders' approval not taken within 03 months from the date of re-appointment. | | the shareholders' approval not taken within 03 months from the date of re-appointment. | Act, 2013 by the Board. The Board of Directors shall move a resolution in the ensuing Annual General Meeting of the Listed Entity. | |
| 2. | Regulation 33 (1) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Pursuant to the said regulation, 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 | Regulation 33 (1) (d) | The auditor of the Listed Entity is not peer reviewed | - | - | The auditor of the Listed Entity is not peer reviewed | - | 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 the Peer Review process is in progress. | - |

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| | Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. | | | | | | | | | |
| 3. | <p>Regulation 47 (3) read with Regulation 47 (1) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Pursuant to Regulation 47 (1) (d), the Company shall give newspaper advertisement of all the notices given to shareholders.</p> <p>Pursuant to Regulation 47 (3), the Company has to publish the information specified in Regulation 47 (1) (d) in the newspaper simultaneously with the submission of the same to the stock exchange.</p> | Regulation 47 (3) read with Regulation 47 (1) (d) | Newspaper Advertisement of AGM Notice was not published simultaneously with the submission of the same to the stock exchange. AGM Notice was intimated to stock exchange on 26/08/2023. But the newspaper advertisement was given 28/08/2023. | - | - | Newspaper Advertisement of AGM Notice was not published simultaneously with the submission of the same to the stock exchange. AGM Notice was intimated to stock exchange on 26/08/2023. But the newspaper advertisement was given 28/08/2023. | - | Newspaper Advertisement of AGM Notice was not published simultaneously with the submission of the same to the stock exchange. AGM Notice was intimated to stock exchange on 26/08/2023. But the newspaper advertisement was given 28/08/2023. | Two days delay in getting a published copy from the agency. The Listed Entity shall ensure it is done simultaneously in future. | - |
| 4. | First Proviso of Regulation 47 (3) of SEBI (Listing Obligations and Disclosure | First proviso of sub-regulation | The financial result for the quarter ended 30/06/2023 was | - | - | The financial result for the quarter ended | - | The financial result for the quarter ended 30/06/2023 was | 15 th August 2023 was a public holiday and the results | |

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| Requirements) Regulations, 2015 | n (3) of regulation 47. | approved at the Board Meeting held on 14/08/2023. But, the newspaper advertisement was published on 17/08/2023, which is not within 48 hours of conclusion of the Board Meeting. | | | 30/06/2023 was approved at the Board Meeting held on 14/08/2023. But, the newspaper advertisement was published on 17/08/2023, which is not within 48 hours of conclusion of the Board Meeting. | | approved at the Board Meeting held on 14/08/2023. But, the newspaper advertisement was published on 17/08/2023, which is not within 48 hours of conclusion of the Board Meeting. | was submitted to the agency on 16 th August 2023 and published on 17 th August 2023. | |
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I. (b) The listed entity has taken the following actions to comply with the observations made in previous report for the financial year ended 31/03/2023:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|---|---------------------------|-----------------|----------------|----------------------------------|-------------|---|---|--------------------------------------|
| 1 | Regulation 7 (2) of SEBI (Prohibition of Insider Trading) | Regulation 7 (2) of SEBI (Prohibition of Insider Trading) | On 22/11/2022: Mr. Ruchit | No action taken | Nil | On 22/11/2022: Mr. Ruchit Bharat | Nil | The intimation of gift of shares was made to the | The delay is only due to an overlook on | The intimation of gift of shares was |

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| <p>Regulations, 2015</p> <p>a) Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or</p> | <p>Regulations, 2015</p> | <p>Bharat Patel gifted 2948380 nos of shares to his mother, Mrs. Minal Bharat Patel, however the same was reported to the Company on 10/01/2023 as Prescribed under Regulation 7 of SEBI (PIT) Regulations, 2015</p> | | | <p>Patel gifted 2948380 nos of shares to his mother, Mrs. Minal Bharat Patel, however the same was reported to the Company on 10/01/2023 as prescribed under Regulation 7 of SEBI (PIT) Regulations, 2015</p> | | <p>Company not within the prescribed time period as specified under SEBI (Prohibition of Insider Trading) Regulations, 2015</p> | <p>the part of the staff members of the designated persons as they did not construe gifting a transaction to be reported to the Company. Besides, the transaction is between a very close relatives and that too when the designated person did not have any Unpublished Price Sensitive Information.</p> | <p>made to the Company not within the prescribed time period as specified under SEBI (Prohibition of Insider Trading) Regulations, 2015</p> |
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| | such other value as may be specified b) Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information | | | | | | | | | |
| 2 | 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 | Regulation 33 (1) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- | The auditor of the Listed Entity is not peer reviewed | No action taken | Nil | The auditor of the Listed Entity is not Peer reviewed | Nil | The Listed Entity represented that the Auditor had submitted the necessary documents before the Institute of Chartered Accountants of India and was | The Auditor had submitted the necessary documents before the Institute of Chartered Accountants of India and was awaiting to be peer reviewed | The auditor of the Listed Entity is still not Peer reviewed. |

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| | 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. | | | | | | | awaiting to be peer reviewed | | |
| 3 | Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The Company is required to submit to the stock exchange and publish on its website- | Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Read with BSE Circular to listed Company dated February 08, 2019 and May 16, 2019 | Non submission of Annual Report in XBRL Mode for the year Ended March 31, 2022 | Exchange (BSE Limited) | Nil | Non-submission of Annual Report in XBRL Mode for the year ended March 31, 2022 | Nil | The Listed Entity had submitted the annual report in XBRL mode on communication received from Exchange | The annual report in XBRL mode on communication received from Exchange. | The Listed Entity had submitted the annual report in XBRL mode on communication received from Exchange |

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| | (a) copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders; (b) in the event of any Changes to the annual report, the revised copy along with the details of and explanation for the changes shall be sent not later than 48 hours after the annual general meeting. | | | | | | | | | |
| 4 | Regulation 47(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, | Regulation 47(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 | The Financial results for the Quarter ended 30th June 2022 which was | No action taken | Nil | The listed entity has published the financial results after the | Nil | The listed entity has published the financial results after the time prescribed | The financial results were published in vernacular language newspaper within | The listed entity has published the financial results after the |

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| | <p>2015</p> <p>The listed entity shall publish the information specified in sub regulation (1) in the newspaper simultaneously with the submission of the same to the stock exchange(s).</p> <p>Provided that financial results at clause (b) of sub-regulation (1), shall be published within 48 hours of conclusion of the meeting of board of directors at which the financial results were approved.</p> | | <p>approved by the Board on 11th August, 2022 was published in English language newspaper on 14th August 2022.</p> | | | <p>time prescribed</p> | | | <p>the prescribed time. However, the financial results were published in English newspaper on the next day which led to the delay. The delay occurred from the agencies engaged for publication which was not under the control of the Company.</p> | <p>prescribed time</p> |
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|---|-------------------------------|---|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA | There was no resignation of auditor during the Review Period. |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the</p> | NA | There was no resignation of auditor during the Review Period. |

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| | <p>auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019. | NA | There was no resignation of auditor during the Review Period. |

III. we hereby report that, during the review period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS |
|----------------|---|---------------------------------------|-------------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | - |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities | Yes | - |

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| | <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | - |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website | Yes | - |
| | <ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website | Yes | - |
| | <ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website | Yes | - |
| 4. | Disqualification of Director: <ul style="list-style-type: none"> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | - |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p> | Yes | - |
| 6. | Preservation of Documents: <p>Listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | - |
| 7. | Performance Evaluation: <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p> | Yes | - |

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| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> | Yes | - |
| | <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p> | NA | Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable |
| 9. | <p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | Yes | - |
| 10. | <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | Yes | - |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p> | NA | No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges. |
| 12. | <p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p> | NA | There was no resignation of auditor during the Review Period. |

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| 13. | Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | No | Additional non-compliances are detailed under table I (a) of this report. |
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For SVJS & Associates
Company Secretaries**

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DEVASSY
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PARAMBIL
DEVASSY VINCENT
Date: 2024.05.30
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CS Vincent P. D.
Managing Partner
CP No.: 7940, FCS: 3067
Peer Review Certificate No.: 648/2019

Place: Kochi
Date: 30th May, 2024

UDIN: F003067F000492041