

RIL/SECTL/2025
29-05-2025

The Stock Exchange Mumbai
Corporate Relationship Dept.,
Phirozee Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001
Scrip Code - 500367

National Stock Exchange of India Ltd
Exchange Plaza, C-1
Block G, Bandra Kurla Complex
Bandra (E),
Mumbai – 400 051
Symbol: RUBFILA

Dear Sir

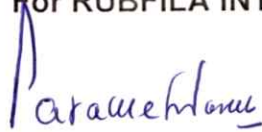
Sub: Annual Secretarial Compliance for the year ended 31st March, 2025- Reg.

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 2024-25.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,
For RUBFILA INTERNATIONAL LTD



N N PARAMESWARAN
CFO & Company Secretary



**SECRETARIAL COMPLIANCE REPORT OF RUBFILA INTERNATIONAL LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025**

We 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 31.03.2025 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 ("the listed entity"), the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, arising from the compliances of specific Regulations listed below:
- 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 report,

for the financial year ended 31st March 2025 ("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 (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021; (Not Applicable)
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) 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.	As per Regulation 17 (1) (a) board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent. of the board	Regulation 17 (1) (a) and (b) of the Securities and Exchange Board of India (Listing Obligations	The Listed Entity has no sufficient number of Independent Directors on the	Nil	Nil	The Listed Entity has no sufficient number of Independent Directors on the Board since	Nil	The Listed Entity has no sufficient number of Independent Directors on the Board since	Total strength of the Board of the Company as on 12th February, 2025 was 7	Nil

	<p>of directors shall comprise of non-executive directors</p> <p>Further as per Regulation 17 (1) (b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors: Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.</p>	and Disclosure Requirements) Regulations, 2015	Board since February 12, 2025			February 12, 2025		February 12, 2025	comprising three non-executive Directors, one executive director and three Independent Directors. On 15 th May 2025 one of the non-executive directors resigned from the board wherein as on present date the Board is duly constituted.	
2.	As per Regulation 23 (9) The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website	Regulation 23 (9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The disclosure of related party transaction made by the Listed Entity to the Stock Exchange does not include the	Nil	Nil	The disclosure of related party transaction made by the Listed Entity to the Stock Exchange does not include the related	Nil	The disclosure of related party transaction made by the Listed Entity to the Stock Exchange does not include the related	The Company has included related party transactions of the subsidiary for the period ended 31.03.2025 onwards.	Nil

			related party transaction of the subsidiary			party transaction of the subsidiary		party transaction of the subsidiary		
3.	As per 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 Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.	Regulation 33 (1) (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The auditor who has signed the limited review or audit reports submitted to the stock exchange for quarter and year ended 31 st March, 2024 is not peer reviewed.	Nil	Nil	The auditor who has signed the limited review or audit reports submitted to the stock exchange for quarter and year ended 31 st March, 2024 is not peer reviewed.	Nil	The auditor who has signed the limited review or audit reports submitted to the stock exchange for quarter and year ended 31 st March, 2024 is not peer reviewed.	The Statutory Auditor received the Peer Review Certificate from ICAI on 25 th July 2024 effective from 10 th June 2024.	Nil
4.	As per Regulation 36 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The disclosures made by the listed entity with immediate effect from date of notification of these amendments-(a) to the stock exchanges shall be in XBRL format in accordance with the guidelines specified by the stock exchanges from time to time; and(b) to the stock exchanges and on its website, shall be in a format that allows users to find relevant	Regulation 36 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity has not submitted the following disclosures in XBRL mode: 1) Appointment of Ms. Aishwarya Singhvi (DIN: 10241207)	Nil	Nil	The Listed Entity has not submitted the following disclosures in XBRL mode: 1) Appointment of Ms. Aishwarya Singhvi (DIN: 10241207)	Nil	The Listed Entity has not submitted the following disclosures in XBRL mode: 1) Appointment of Ms. Aishwarya Singhvi (DIN: 10241207) as an	The Company has disseminated the information to the exchanges within prescribed time and undertakes to ensure the requirements of xbrl	Nil

	<p>information easily through a searching tool</p> <p>Further as per the circulars issued by the Exchange</p> <p>All listed entities would be required to submit the filings in XBRL mode within 24 hours of submission of the said PDF filing</p>		<p>as an Additional Director (Non-Executive independent) PDF filed to exchange on 12/02/2025</p> <p>2) Cessation of Independent Directors PDF filed to exchange on 12/02/2025</p> <p>3) The outcome of board meeting held on 12.08.2025 considering the dividend.</p>			<p>as an Additional Director (Non-Executive independent) PDF filed to exchange on 12/02/2025</p> <p>2) Cessation of Independent Directors PDF filed to exchange on 12/02/2025</p> <p>3) The outcome of board meeting held on 12.08.2025 considering the dividend.</p>		<p>Additional Director (Non-Executive independent) PDF filed to exchange on 12/02/2025</p> <p>2) Cessation of Independent Directors PDF filed to exchange on 12/02/2025</p> <p>3) The outcome of board meeting held on 12.08.2025 considering the dividend.</p>	<p>filings of those information already submitted, for future events.</p>	
5.	<p>Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III</p> <p>Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30</p>	<p>Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III</p>	<p>The Listed Entity has filed the disclosure for appointment of Ms. Aiswarya Singhvi after the</p>	Nil	Nil	<p>The Listed Entity has filed the disclosure for appointment of Ms. Aiswarya Singhvi after the</p>	Nil	<p>The Listed Entity has filed the disclosure for appointment of Ms. Aiswarya Singhvi after the</p>	<p>Meeting of the Board of Directors in which the appointment considered was concluded at 7.30 pm on 12th</p>	Nil

	7.Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.		prescribed time period of twelve hours			prescribed time period of twelve hours		prescribed time period of twelve hours	February 2025. An inadvertent delay occurred due to technical glitches.	
6.	<p>Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III</p> <p>A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30): Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <p>(b) imposition of fine or penalty</p>	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III	A demand notice was issued by The Asst. Commissioner, Palanj -I Assessment Circle of Tamil Nadu GST Department to the Listed Entity for Rs. 2,10,56,056/-, including interest and penalty, for the year 2019-20 in respect of some technical / interpretation issues.	Nil	Nil	A demand notice was issued by The Asst. Commissioner, Palanj -I Assessment Circle of Tamil Nadu GST Department to the Listed Entity for Rs. 2,10,56,056/-, including interest and penalty, for the year 2019-20 in respect of some technical / interpretation issues.	Nil	A demand notice was issued by The Asst. Commissioner, Palanj -I Assessment Circle of Tamil Nadu GST Department to the Listed Entity for Rs. 2,10,56,056 /-, including interest and penalty, for the year 2019-20 in respect of some technical / interpretation issues.	The Company had given intimation to the Exchanges immediately on receipt of the demand notice from the Asst. Commissioner, Palani – I Assessment Circle of Tamil Nadu Assessment Circle. The Company represents that it will be ensured in future disclosures	Nil

			intimation made by the Listed Entity did not mention the date of receipt of the penalty and the disclosure was not in accordance with the format prescribed in the regulations			made by the Listed Entity did not mention the date of receipt of the penalty and the disclosure was not in accordance with the format prescribed in the regulations		mention the date of receipt of the penalty and the disclosure was not in accordance with the format prescribed in the regulations		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended*	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	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 the shareholders' approval	The observations in the reports pertaining to the periods prior to the previous year i.e. 31.03.2023 has already been covered in previous reports.	Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), 2015 Pursuant to the said regulation, the Listed entity shall ensure that approval of shareholders	Mr. Gopinathan Pillai Krishna Kumar has been reappointed as the Managing Director of the Company for the period of 03 years, at the Board Meeting held on 09/11/2023. But the shareholders'	The Listed Entity represented that Mr. Gopinathan Pillai Krishna Kumar was appointed to the Board as	The approval of Shareholders was taken in the Annual General Meeting held on 23/09/2024.

	not taken within 03 months from the date of reappointment.		for appointment or reappointment 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.	approval not taken within 03 months from the date of reappointment	provided under section 194 (6), 197 and Schedule V of the Companies Act, 2013 by the Board. The approval of Shareholders was taken in the Annual General Meeting held on 23/09/2024.	
2.	The auditor of the Listed Entity is not peer reviewed	The observations in the reports pertaining to the periods prior to the previous year i.e. 31.03.2023 has already been covered in previous reports.	Regulation 33 (1) (d) of SEBI (Listing Obligations and Disclosure Requirements), 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 Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the	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	The Auditor has obtained Peer review certificate with effective from 10.06.2024.

			Institute of Chartered Accountants of India.			
3.	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.	The observations in the reports pertaining to the periods prior to the previous year i.e. 31.03.2023 has already been covered in previous reports.	Regulation 47 (3) read with Regulation 47 (1) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Pursuant to Regulation 47 (1) (d), the Company shall give newspaper advertisement of all the notices given to shareholders. 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.	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.	The Listed Entity represented that it shall ensure it is done simultaneously in future.	The Listed Entity represented that it shall ensure it is done simultaneously in future.
4.	The financial result for the quarter ended 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.	The observations in the reports pertaining to the periods prior to the previous year i.e. 31.03.2023 has already been covered in previous reports.	First Proviso of Regulation 47 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Pursuant to the said proviso, the financial results as per Regulation 47 (1) (b), shall be published within 48 hours of conclusion of the meeting of board of directors at which the financial results were approved.	The financial result for the quarter ended 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	The Listed Entity represented that 15th August 2023 was a public holiday and the results was submitted to the agency on 16th August 2023 and published on 17th August 2023.	The Newspaper Advertisement was published on 17th August 2023.

II. We hereby report that, during the review period, the compliance status of the listed entity with the following requirements is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	Nil
2.	<p>Adoption and timely updation of the Policies:</p> <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. • 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	Nil
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • 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	Nil
4.	<p>Disqualification of Director(s):</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	Nil

6.	Preservation of Documents: The 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.	Yes	Nil
7.	Performance Evaluation: 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.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes	Nil
9.	Disclosure of events or information: 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.	No	As per Clause I (a) mentioned above
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	Yes	Nil

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 period under review.
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.</p>	No	<p>Pursuant to Regulation 31 (4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.</p> <p>Further pursuant to Regulation 31 (5), the declaration required under sub-regulation (4) shall be made within seven working days from the end of each financial year to</p> <p>(a) every stock exchange where the shares of the target company are listed; and</p> <p>(b) the audit committee of the target company.</p> <p><i>However, the declarations have not been submitted to the stock exchange within the prescribed time as mentioned above.</i></p>

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: **NOT APPLICABLE**

Assumptions and 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 account 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.

UDIN: F003067G000485527

Peer Review Certificate No. 6215/2024

Firm Registration No: P2008KE017900

For SVJS & Associates

Company Secretaries

PARAMBIL Digitally signed by
PARAMBIL
DEVASSY DEVASSY VINCENT
VINCENT Date: 2025.05.29
14:47:17 +05'30'

CS Vincent P.D.

Managing Partner

CP No.: 7940, FCS: 3067

Kochi

29/05/2025