

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Rubfila International Limited (CIN: L25199KL1993PLC007018) will be held at the Registered Office of the Company at New Industrial Development Area, Kanjikode, Palakkad, Kerala - 678 621 on Friday, the 28th day of February, 2020 at 11.00 A.M. to transact the following business:-

SPECIAL BUSINESS:

01. Approval of Related Party Transactions

To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 186, 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Mr. Ruchit B. Patel a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to invest / acquire by way of purchase of shares held by Mr. Ruchit B. Patel in the Subsidiary Company Premier Tissues (India) Ltd (CIN U851101KA1998PLC023512) on such terms and conditions as may be mutually agreed upon, for a consideration not exceeding Rs. 1600 Lacs and as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

By Order of the Board of Directors
RUBFILA INTERNATIONAL LTD

Palakkad
16-01-2020

N.N. Parameswaran
CFO & Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

- 2. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.**

3. Members /proxies should bring the attendance slips duly filled in and PHOTO ID Proof for attending the meeting. The duly filled in Attendance Slip must be surrendered at the counter before attending the Meeting.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company from 11 a.m. to 1.00 p.m. on all working days, up to and including the date of the Meeting and shall also be available for inspection at the meeting.
7. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be.
8. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
9. Electronic copy of the Notice of the Meeting of the Company, inter alia, indicating the process and manner of e-voting along with the Company Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Members who have not registered their e-mail address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being communicated in the permitted mode.
10. A route map to the venue of Meeting is provided in the Notice hereto.
11. **Voting through electronic means:**

In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by Central Depository Services (India) Ltd (CDSL):

The Process and manner for remote e-voting are as under:

 - i. The Shareholders should log on to the e-voting website www.evotingindia.com
 - ii. Click on "Shareholders" tab
 - iii. Enter your user ID:
 - a. For CDSL: 16 Digits beneficiary ID;
 - b. For NSDL: 8 character DP ID followed by 8 digits client ID;
 - c. For Members holding shares in physical form please enter Folio Number registered with the Company
 - iv. Enter the image verification as displayed and click on login.
 - v. If you are holding shares in electronic form and had logged on to www.evotingindia.com and e-voted on an earlier e-voting of any company, then your existing password is to be used.
 - vi. If you are a first time user or if you are holding shares in Physical form, please follow the steps given below:

PAN:

Enter your 10 digit alpha numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) in the PAN Field.

Please note that Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN

Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.

Dividend Bank Details or Date of Birth:

Enter the Dividend Bank details as or Date of Birth as recorded in your demat account or in the Company's Records for the said demat account or folio in dd/mm/yyyy format.

In case neither your Date of Birth nor Bank Account details are recorded in your demat account or in the Company's records, as aforesaid, then please enter your demat account number (client id) or your folio number in the bank account field.

- vii. After entering the above details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for evoting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Rubfila International Limited.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation

box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the set password, then enter the User ID and the Image verification Code and click on "Forgot password" option and enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from app Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xviii. Note for Non-Individual Shareholders and Custodians
 - Institutional shareholders (i.e. other than Individuals, HUFs, NRIs etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be

uploaded in PDF format in the system for the Scrutinizer to verify the same.

- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. or you may contact Helpdesk: 18002005533/022-22723333.
- xx. Shareholders acquired shares after the dispatch of this Notice may please contact CDSL as mentioned above to obtain the login Id and password for remote e-voting.
- xxi. Any grievances / queries related remote e-voting may be addressed to Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - M/s. Central Depository Services (India) Ltd, Marathon Futures, Unit No. 2501, 25th Floor, A-Wing, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel, Mumbai - 400 013. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

General Information:

- i. The Remote e-voting period commences on 25th February, 2020 (9.00 a.m. IST) and ends on 27th February, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 21st February, 2020 (cut off date) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Remote e-voting shall not be allowed beyond the time and date as mentioned above. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
 - ii. Members have an option to vote either Remote e-voting (availing the services provided by CDSL) OR by using the ballot paper (poll slips) to be distributed at the meeting. If members have cast their vote through remote e-voting, then they should not cast their vote at the meeting but they can attend meeting. However if a member has voted through Remote e-voting and has again voted at the meeting, then the voting done through Remote e-voting shall prevail and voting done at the meeting shall be treated as invalid.
- iii. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 21st February, 2020. A person who is not a member of the Company as on the afore-mentioned date should treat this notice for information purposes only.
 - iv. Shareholders who acquired shares after dispatch of this AGM Notice may please contact CDSL as mentioned above to obtain the login id and password for remote e-voting
 - v. M/s. SVJS & Associates, Practicing Company Secretaries, Kochi has been appointed as the Scrutinizer to scrutinize the remote e-voting/ballot voting process in a fair and transparent manner.
 - vi. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, to the Chairman or to any director or an officer who may be authorised by the Chairman for this purpose.
 - vii. The Results shall be declared forthwith upon receipt of the Scrutinizer's Report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rubfila.com, its Notice Board and on the website of CDSL within two (2) days of passing of the resolutions at the meeting of the Company and communicated to the Stock Exchanges where shares are listed.
 - viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. Friday, 28th February, 2020.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

M/s. Premier Tissues (India) Ltd is the Subsidiary Company of Rubfila International Limited (Rubfila) wherein Rubfila and Mr. Ruchit B Patel holds 50% each of its Paid up Share Capital. It is proposed to acquire the 50% of the Share Capital in M/s.Premier Tissues (India) Ltd (CIN U851101KA1998PLC023512) from Mr.Ruchit B. Patel ('Related Party') by executing a Share Purchase Agreement for purchasing 5620427 equity shares of Rs.10/- each @ Rs.28.47/- per share.

The transaction requires approval by members in a General Meeting in terms of Section 188 of the Companies Act, 2013 and pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 as the total acquisition value exceeds ten

percent of the net worth of the Company as per the last audited balance sheet.

The approval of members is accordingly being sought by way of an Ordinary Resolution under Section 188 of the Act read with the Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, for acquiring 5620427 Nos of equity shares of Rs.10/- each of M/s.Premier Tissues (India) Ltd (CIN U851101KA1998PLC023512) from Mr.Ruchit B. Patel ('Related Party').

The following disclosure(s) for any transaction with the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

(i)	Name of the related party	Mr. Ruchit B. Patel
(ii)	Nature of relationship	Member of Promoter Group and son of Mr. Bharat J Patel (holding DIN 01100361)
(iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Share Purchase Agreement for acquiring 5620427 Nos of equity shares of Rs.10/- each of M/s.Premier Tissues (India) Ltd (CIN U851101KA1998PLC023512) held by Mr.Ruchit B. Patel within a period of two months
(iv)	Material terms, monetary value and particulars of the contract or arrangement;	No of Shares - 5620427 Face Value - Rs.10/- Purchase Value - Rs.28.47/-
(v)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	Nil
(vi)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The price is arrived at arm's length basis
(vii)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
(viii)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement for purchasing of 5620427 Nos of Equity Shares of M/s.Premier Tissues India Ltd with its related parties is on 'arm's length' basis and is advantageous for the Company as M/s.Premier Tissues India Ltd will become a Wholly-owned subsidiary of the Company and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto

Relevant documents are open for inspection by the members at the Regd. Office of the Company on all working days, during 11:00 a.m. to 1:00 p.m. up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the Regd. Office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believes that the acquisition of shares of M/s.Premier Tissues India Ltd is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolutions for your approval.

Except Mr. Bharat J Patel (holding DIN: 01100361) and his relatives, none of the Directors, Managers, Key Managerial Personnel of the Company and their respective relatives have any interest, financial or otherwise, in the proposed resolution for purchase of shares from Mr. Ruchit B Patel, except to the extent of their shareholdings.

By Order of the Board of Directors
RUBFILA INTERNATIONAL LTD

Palakkad
16-01-2020

N.N. Parameswaran
CFO & Company Secretary

CIN : L25199KL1993PLC007018
Regd. Office : NIDA, Menonpara Road,
Kanjikode (po), Palakkad , Kerala – 678 621,
Phone : + 91 491 2567261- 64, Fax + 91 491 2567260;
Email : info@rubfila.com, rubfila@gmail.com,
website : www.rubfila.com

ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING

I certify that I am a registered shareholder / Proxy for the registered shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on 28th February, 2020 at 11.00 A.M at Regd. Office of the Company at NIDA, Kanjikode, Palakkad -678 621

Member's Folio /
DP ID-Client ID No.

Member's Proxy's
Name in Block Letters

Member's / Proxy's Signature

Note :- Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

PROXY FORM
(Form No. MGT-11)

{Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014}

Name of the Member (s) :
 Registered Address :
 Email ID :
 Folio No./DP ID-Client ID :

I / We being the member (s) holding..... Equity Shares of the above named company, hereby appoint

1) Name..... 2) Name.....
 Address..... Address.....
 E-Mail ID..... E-Mail ID.....
 Signature :....., or failing him/her Signature :.....,or failing him/her

3) Name.....
 Address.....
 E-Mail ID.....
 Signature :.....,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 28th February, 2020 at Regd. Office of the Company at NIDA, Kanjikode, Palakakd - 678 621 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
	Special Business		
1.	Approval of Related Party Transactions		

Signed at this..... day of February, 2020

Signature of shareholder.....

Signature of Proxy Holder(s).....

Affix Re.1/-
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at NIDA, Menonpara Road, Kanjikode (PO), Palakkad – 678 621, Kerala not less than 48 hours before the commencement of the Meeting.