



RUBFILA
International Limited

CIN : L25199KL1993PLC007018

NIDA Menonpara Road, Kanjikode P.O.
Palakkad - 678 621, Kerala, India.
Tel : +91 491 2567261-64 Fax : +91 491 2567260
Email : info@rubfila.com, rubfila@gmail.com
Website : www.rubfila.com

NOTICE OF POSTAL BALLOT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“SS 2”) issued by the Institute of the Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time)

E-VOTING COMMENCES ON

9:00 a. m. (IST) on Tuesday, 24th February, 2026

E-VOTING CONCLUDES ON

5:00 p. m. (IST) on Wednesday, 25th March, 2026

Dear Member(s),

NOTICE of Postal Ballot (“Notice”) is hereby given to the Members of Rubfila International Ltd, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), and in accordance with relevant Circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) and pursuant to other applicable laws and regulations, if any to transact the special business as set out hereunder by passing Special Resolution by way of Postal Ballot through remote electronic voting (“remote e-voting”) only.

In accordance with the provisions of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Integrated Registry Management Services Pvt. Ltd, Registrar to an Issue and Share Transfer Agent (the “RTA”), or with National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”), (the “Depositories”). Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2 the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members. This Notice is also available on the website of the Company at www.rubfila.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (For) or dissent (Against) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, 25th March, 2026. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIALBUSINESS

1. Approval for continuation of Directorship of Shaukat Hasanali Merchant (DIN: 00075865) as Independent Director upon attaining the age of 75 years.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies

(Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Shaukat Hasanali Merchant (DIN: 00075865) as a Non-Executive Independent Director of the Company, who will attain the age of 75 (seventy-five) years on 29th March, 2026, during his second term of office.

RESOLVED FURTHER THAT Mr. Shaukat Hasanali Merchant, who was initially appointed as an Independent Director of the Company with effect from 15th September, 2017 and subsequently re-appointed for a second term with effect from 24th August, 2021, and whose current term is valid up to its original tenure, shall continue to hold office as Non-Executive Independent Director of the Company notwithstanding his attaining the age of 75 years on 29th March, 2026, subject to the approval of Members by way of this Special Resolution in terms of Regulation 17(1A) of the SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors
RUBFILA INTERNATIONAL LTD

N N Parameswaran
CFO & Company Secretary

Palakkad, Friday, 13th February, 2026

Registered Office:

NIDA, Kanjikode,

Palakkad, Kerala – 678 621

Phone : (0491) 2567261 – 64

E-mail : info@rubfila.com, rubfila@gmail.com

Website : www.rubfila.com

NOTES:

1. Statement pertaining to the said resolution setting out the material facts, as required under Section 102(1) of the Act and disclosures as per Regulation 36 (3) of the SEBI Listing Regulations, and Schedule V of the Act have been disclosed in Annexure I to this Notice.
2. In line with the MCA Circulars the Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, 20th February 2026 (the “Cut-Off Date”) and whose e-mail address is registered with the Company / RTA / Depository Participants / Depositories. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.rubfila.com) duly filled and signed along with requisite supporting documents to RTA at Integrated Registry Management Services Pvt. Ltd , II Floor, Kences Towers, No.1,Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600017 or by sending an e-mail to the RTA at einward@integrate-dindia.in
4. The Company has entered into an agreement with CDSL, for facilitating voting through electronic means, as an authorised agency.
5. This Notice will also be available on the Company’s website at www.rubfila.com, websites of the Stock Exchanges, i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evoting.cdsl.com .
6. All the relevant documents referred to in the Explanatory Statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an e-mail to info@rubfila.com .
7. The Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 20th February 2026.
8. Person(s), whose name is recorded in the Register of Members or in the Register of Beneficial Owners as on the Cut-Off Date, i.e. Friday, 20th February 2026, shall only be entitled to avail the facility of e-voting. A person who is not a member as on the Cut-Off date should

treat this Notice for information purposes only.

9. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January, 2026, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Notice.

10. The e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a. m. (IST) on Tuesday,24thFebruary,2026
End of e-voting:	5:00 p. m. (IST) on Wednesday,25thMarch, 2026

During this period, Members of the Company holding shares as on Cut-Off Date either in physical form or in dematerialized form may cast their votes electronically. The e- voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, the Member cannot change it subsequently or cast the vote again.

11. The Board of Directors has appointed M/s. SVJS & Associates, Practicing Company Secretaries (Firm Number: 7940) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said process.
12. Institutional/ Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the postal ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution, to the scrutinizer, authorizing their representative to vote on their behalf electronically, through e-mail at svjsassociates@gmail.com
13. The Scrutinizer shall, within two working days from the end of remote e-voting, prepare a Scrutinizer’s Report of the total votes cast in favour or against, if any. The Scrutinizer will submit his final report to the Chairman or any other person authorised by him in writing, to declare the result of the voting forthwith.
14. The results declared along with the Scrutinizer’s Report will be hosted on the Company’s website www.rubfila.com and on the website of CDSL i.e. www.evoting.cdsl.com . The results will simultaneously be communicated to the Stock Exchanges.
15. The resolutions, if passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, 25th March, 2026.
16. **INSTRUCTIONS FOR REMOTE E-VOTING**

How do I vote electronically using CDSL e-voting system?

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below :

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 9:00 a.m. (IST) on Tuesday, 24th February, 2026 and ends on 5:00 p.m. (IST) on Wednesday, 25th March, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20th February 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to ac-

cess e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	<ol style="list-style-type: none"> 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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	4) For OTP based login you can click on https://eservices.nsdl.com/ SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 e-voting 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board

Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@rubfila.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA email id : info@rubfila.com / einward@integratedindia.in
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (the “Act”) READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (The “RULES”) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LISTING REGULATIONS) AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS.

Item No.1

Approval for continuation of Directorship of Shaukat Hasanali Merchant (DIN: 00075865) as Independent Director upon attaining the age of 75 years.

Mr. Shaukat Hasanali Merchant (DIN: 00075865) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

He completed his first term of five consecutive years as an Independent Director from 15th September, 2017 to 14th September, 2022. Thereafter, he was re-appointed for a second term of five consecutive years commencing from 27th September, 2022 in accordance with the provisions of Section 149 and other applicable provisions of the Act read with the applicable provisions of the SEBI Listing Regulations.

Mr. Shaukat Hasanali Merchant will attain the age of 75 years on 29th March, 2026, during the second term of his office as an Independent Director of the Company.

In terms of Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is required for appointment or continuation of a Non-Executive Director who has attained the age of 75 years, along with justification for such continuation in the explanatory statement.

Based on the performance evaluation carried out by the Board of Directors and on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that Mr. Shaukat Hasanali Merchant possesses the requisite integrity, expertise, experience and proficiency and fulfils the conditions specified under the Act and the SEBI Listing Regulations for continuation as an Independent Director of the Company. The Board believes that his continued association would be of immense benefit to the Company considering his vast experience, industry knowledge and valuable guidance provided to the Board.

In the opinion of the Board, Mr. Shaukat Hasanali Merchant is independent of the management and fulfils the conditions specified under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for continuation as an Independent Director. He has confirmed compliance with the Code for Independent Directors prescribed under Schedule IV to the Act and has submitted a declaration confirming that he meets the criteria of

independence and is not disqualified from continuing as a Director in terms of Section 164 of the Act.

An electronic copy of the terms and conditions of his appointment is available for inspection on the website of the Company at www.rubfila.com.

The profile of Mr. Shaukat Hasanali Merchant and the disclosures required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the Annexure forming part of this Notice.

Except Mr. Shaukat Hasanali Merchant and/or his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution at Item no. 1 of the Notice for the approval of the Members of the Company.

By Order of the Board of Directors
RUBFILA INTERNATIONAL LTD

N N Parameswaran
CFO & Company Secretary

Palakkad, Friday, 13th February, 2026

Registered Office:

NIDA, Kanjikode,

Palakkad, Kerala – 678 621

Phone : (0491) 2567261 – 64

E-mail : info@rubfila.com, rubfila@gmail.com

Website : www.rubfila.com

Annexure – I

DETAILS OF DIRECTORS SEEKING CONTINUATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS- 2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mr. Shaukat Hasanali Merchant
Director Identification Number	00075865
Date of Birth (Age)	29-03-1951 (74 Years)
Date of first appointment on the Board	15-09-2017
Educational Qualification	Bsc., LLB
Experience (including expertise in specific functional areas)/Brief Resume	Law, Compliance, General Administration.
Directorships held in other listed companies (excluding foreign companies)	Nil
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	3000
Terms and Conditions of appointment / reappointment	As per the Special Resolution set forth in item No. 1of the Postal Ballot Notice.
In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Considering his vast experience in field of law / administration, the Board considers it desirable and in the interest of the Company to have Mr. S. H. Merchant on the Board of the Company.
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)	Nil
Number of meetings of the Board attended during the year	4