

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 Wednesday, the 19th day of April, 2017 at 11.00 A.M. to transact the following business:-

SPECIAL BUSINESS:

1. Alteration of Articles of Association of the Company and in this regard to consider and if thought fit, to pass following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary approvals required, if any, in this regard and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by Registrar of Companies if any, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept such terms, conditions, stipulations, alterations, amendments or modifications as it may deem fit and the Articles of Association ("AOA") of the Company be and is hereby altered by adding following clause no. 4 B to the existing Articles of Association:

“4B. Without derogating from the powers conferred under these Articles and Statute and subject to the provisions of the Companies Act, 2013 relating to issue of capital and rules and regulations made thereof from time to time, any further issue of capital (whether forming part of original capital or of any increased capital of the company) shall be offered to such persons (whether member or not) and on such terms and conditions through preferential issue on private placement by means of instruments like Equity shares, Warrants, Partly Convertible Debentures, Fully Convertible Debentures or any financial instruments with a provision for allotment of equity shares at a future date either through conversion or otherwise, and either at a premium or at par as such the General Meeting shall determine and with full powers to give any person (whether a member or not) the option to call for or be allotted shares of any class of the company at a premium or at par, as such General Meeting shall determine such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the company in General Meeting may make any other provision whatsoever for the issue, allotment of /disposal of any shares.”

RESOLVED FURTHER THAT for the purpose of giving effect to

this resolution, any of the Directors or Company Secretary be and is hereby authorised to take all such steps and actions and give such direction as may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek further consent or approval of the Members **AND THAT** the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Board or any officer(s)/ authorised representative(s) of the Company to give effect to the aforesaid resolution.”

02. Issue of Warrants, Convertible into Equity Shares On Preferential Basis to Promoters and Person Acting in Concert (PAC) and in this regard to consider and if thought fit, to pass, following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, read with the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 (the "Listing Regulations"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred to as the "ICDR Regulations"), Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and other applicable rules, notifications, guide lines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities and subject to execution of definitive agreements and the conditions therein specified if any and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this

resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 4000000 (Forty Lacs only) Warrants in one or more tranches, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations ("Issue Price"), to be convertible at the option of Warrant holder in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equivalent number of fully paid up Equity Share of the Company of face value of Rs.5/- (Rupees Five only) each, ranking paripassu in all respects, including as to dividend, with the existing Equity Shares of the Company, to certain person (hereinafter referred to as the "Proposed Allottees /Warrant holders"), more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

Proposed Allottee	Address	PAN	Category	No. of Warrants Allotted
Mr.Ruchit Bharat Patel	Divya Darshan, 8th Floor, JVPD Scheme, N S Road, 5, Vile Parle West, Mumbai - 400 056	ANDPP 9202F	Promoter	1735000
Mr.Hardik Bharat Patel	Divya Darshan, 8th Floor, JVPD Scheme, N S Road, 5, Vile Parle West, Mumbai - 400 056	AHIPP 1407H	PAC	2265000

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

1. The "Relevant Date" pursuant to Regulation 71 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, shall be Monday, 20th March, 2017 which is a date 30 days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.
2. The issue price of the said warrants will be Rs 47.50/- (Rupees Forty Seven and Paise Fity only) per warrant
3. The proposed allottee of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs.5/- (Rupees Five only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants
4. An amount equivalent to at least 25% of the consideration shall be paid against each warrant on or before the date of such allotment
5. The Warrant holder shall have the option of applying for and being allotted equity shares of the Company of face value of Rs.5/- each by paying the balance 75% of the consideration after adjusting the upfront payment made
6. In case the Warrant holder do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the

said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically

7. The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulation.
8. The said Warrants by itself do not give to the Warrant holder any rights of the Shareholders or Debenture holders of the Company
9. The Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, RBI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, any of the Directors of the Company and Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit."

By Order of the Board of Directors
RUBFILA INTERNATIONAL LTD
N.N.Parameswaran
 CFO & Company Secretary

Mumbai
 21-03-2017

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. 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 authorising their representative to attend and vote on their behalf at the Meeting.
4. 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 1p.m. on all working days, up to and including the date of the Meeting and shall also be available for inspection at the meeting.
5. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
6. 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 sent in the permitted mode.
7. A route map to the venue of meeting is provided in the notice.
8. **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 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 - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No. 18002005533. Email id - helpdesk.evoting@cdslindia.com.
- i. The e-voting period commences on Sunday, 16th April, 2017 (9.00 a.m. IST) and ends on Tuesday, 18th April, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 12th April, 2017 (cut off date) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. 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 12th April 2017. 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. 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.
 - v. 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 officer who may be authorised by the Chairman for this purpose.
 - vi. 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.
 - vii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. Wednesday, 19th April 2017.

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

The Company, in order to meet its growth objectives have decided to lay down additional production lines; and, for funding of the project and to strengthen its financial position, is required to generate long term resources by issuing securities. The Company has proposed to issue Equity shares, warrants on preferential basis.

General Information:

The Articles of Association of the Company is proposed to be suitably altered as set out at item No. 1 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for amending Articles of Association of the Company and accordingly the Board recommend the resolution as set in item no. 1 as a Special Resolution for the approval of the Members.

None of the Directors of the Company or key managerial personnel or their relatives are, in any way, concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

The altered Articles of Association is available for inspection at the Registered Office of the Company on any working day, during business hours.

Item No. 2

The Company proposes to make a preferential allotment of warrants to persons mentioned in item no.2, on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on 21st March, 2017.

As per Section 42 & 62 (1) (c) of the Act, read with Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations"), as amended, a company offering or making an invitation to subscribe to securities, on a preferential basis, is required to obtain prior approval of the shareholders by way of a Special Resolution, for each of the offers and invitations.

The allotment of the Warrants is subject to the proposed allottees not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date'. The proposed allottees of the Company has represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

The approval of members is accordingly being sought by way of a **Special Resolution** under Section 42, and 62 of the Act read with the Rules made there under, for the issue of 4000000 warrants at Rs.47.50/- per warrant.

Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

1. Objective of the issue :-

The Company's business is growing and the funds are required by the Company for meeting its capital requirements and

permissible business investments as allowed under applicable laws.

2. Total No. of warrants to be issued: 4000000

3. Terms of Issue of the Equity Shares, if any.

The proposed issue of warrants will inter-alia be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and BSE Limited where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("SEBI ICDR Regulations") as amended from time to time.

4. Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 20th March 2017 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 19th April 2017, to approve the proposed preferential issue).

5. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares/warrants

6. Pricing of Preferential Issue

The price of Warrants to be issued is fixed at Rs. 47.50/- per warrants in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

7. Basis on which the price has been arrived at:

The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

8. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Promoters and PAC as mentioned in point no.9 below, have indicated their intention to subscribe to the offer. No warrants are being offered to the Key Managerial Personnel of the Company

9. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control

Name of Allottee	Category	Preissue holding %	Number of shares to be allotted post conversion of warrants	Holding % post conversion of warrants	Beneficial Ownership
Mr.Ruchit Bharat Patel	Promoter	1.24%	1735000	4.81%	Mr.Ruchit Bharat Patel
Mr.Hardik Bharat Patel	PAC	0.03%	2265000	4.82%	Mr.Hardik Bharat Patel

10. The pre issue and post issue shareholding pattern of the Company:

Sl No	Category	Pre Issue		Post Issue (post Warrant Conversion)	
		Nos.	%	Nos.	%
01	Promoters				
i)	Indian Promoters / PAC	19745391	45.69	23745391	50.29
ii)	Foreign Promoters	8389507	19.41	8389507	17.77
	Sub-Total	28134898	65.10	32134898	68.06
02	Public Shareholdings				
i)	Mutual Funds	63680	0.15	63680	0.13
ii)	Financial Institutions / Banks	80	0.00	80	0.00
iii)	Individuals	15018871	34.75	15018871	31.81
	Sub-Total	15082631	34.90	15082631	31.94
	Grand Total	43217529	100.00	47217529	100.00

The promoter group and PAC have undertaken that in case there is an increase in voting rights of the promoter group along with PAC beyond 75%, necessary steps will be taken to reduce the shareholding of the promoter group in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding requirement

11. Proposed time within which the allotment shall be completed

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares and warrants on preferential basis on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

12. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person

13. Payment and conversion terms

- Full consideration shall be paid by the allottees before the time of allotment of such shares
- In case of warrants, an amount equivalent to at least twenty five per cent of the consideration shall be paid against each warrant on the date of allotment of warrants and the balance seventy five per cent of the consideration shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not Applicable

15. Lock in period

The Equity Shares, Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Warrants shall be subject to lock-in as per Regulation 78 of the SEBI (ICDR) Regulations

16. Auditor's certificate

A certificate from M/s. Mohan & Mohan Associates, (FRN: 02092S) Statutory Auditor of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the

General Meeting of the shareholders.

17. Undertakings

In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:

- It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the recomputation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

- The allotment of the said equity shares and warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011 ("SEBI SAST Regulations"). Due to above preferential allotment and the resultant allotment no change in the management control is contemplated. The aforesaid allottees shall be required to comply with the relevant provisions of the SEBI SAST Regulations if applicable consequent to allotment of shares on conversion of warrants as proposed above.

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 proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolutions for your approval.

The Directors, the Managers, Key Managerial Personnel of the Company and their respective relatives do not have any interest, financial or otherwise, in the proposed resolution for issue of Equity Shares / Warrants, except to the extent of their shareholdings and to the extent of Equity Shares / Warrants that may be issued to them persons acting in concert with them or to the companies / firms in which they are interested.

Mumbai
21-03-2017

By Order of the Board of Directors
RUBFILA INTERNATIONAL LTD
N.N.Parameswaran
CFO & Company Secretary

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 Wednesday 19th April, 2017 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.....	3) Name.....
Address.....	Address.....	Address.....
E-Mail ID.....	E-Mail ID.....	E-Mail ID.....
Signature :....., or failing him/her	Signature :....., or failing him/her	Signature :....., or failing him/her

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 Wednesday 19th April, 2017 at Regd. Office of the Company at NIDA, Kanjikode, Palakkad - 678 621 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions
	Special Business
1.	Alteration of Articles of Association of the Company
2.	Issue of Warrants, Convertible into Equity Shares On Preferential Basis to Promoters and PAC

Signed at this..... day of2016

 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.

BOOK POST

If undelivered, please return to :-

M/s. Integrated Enterprises (I) Ltd
2nd Floor, "Kences Towers",
1, Ramakrishna St., North Usman Road,
T. Nagar, Chennai - 600 017
Tel : (044) 28140801 - 03
Fax : (044) 28142479

