

NOTICE OF 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of Rubfila International Limited (CIN: L25199KL1993PLC007018) will be held at RB Auditorium, Opp. Instrumentation Ltd, Kanjikode, Palakkad on Friday, the 15th Day of September, 2017 at 11.00 a.m. to transact the following business:-

ORDINARY BUSINESS:

01. To receive, consider and adopt audited Standalone Financial Statements of the Company for the year ended 31st March, 2017 together with the Report of the Board of Directors and Independent Auditors Report thereon.
02. To declare a final dividend of Rs. 0.75 per equity share of Rs. 5/- each for the Financial Year ended 31st March, 2017.
03. To appoint a Director in place of Mr. Bharat J. Patel (holding DIN 01100361), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.
04. To appoint a Director in place of Mr. Dhiren S Shah (holding DIN 01149436), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.
05. To appoint the Statutory Auditors and to fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Cyriac & Associates, Chartered Accountants, Thiruvananthapuram having Firm

Registration No.014033S be and are hereby appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this Twenty Fourth Annual General Meeting ('AGM') of the Company until the conclusion of the Twenty Nineth AGM to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting held within the tenure of re-appointment, at such remuneration plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit, which may be recommended by the Audit Committee and fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

06. To ratify the remuneration payable to Cost Auditors for the year 2016-17.

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

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or any amendment(s) thereto or any re-enactments thereof for the time being in force) M/s. Ajith Sivadas & Co, Cost Accountants, Palakkad appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records maintained by the Company in respect of Heat Resistant Latex Rubber Thread (HRLRT) for the Financial Year 2016 - 17 on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus Service Tax as applicable, be and is hereby ratified"

07. To ratify the remuneration payable to Cost Auditors for the year 2017-18.

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

RESOLVED THAT pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactments thereof for the time being in force), M/s. Ajith Sivadas & Co, Cost Accountants, Palakkad were appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018, be paid remuneration of Rs.50,000/- plus applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized severally to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

08. Appointment of Mr. S. H. Merchant (DIN: 00075865) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013, Mr. S. H. Merchant (DIN: 00075865), for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from the date of this Annual General Meeting, not liable to retire by rotation."

09. To approve Rubfila International Limited - Employee Stock Option Scheme 2017 (RUBFILA ESOS 2017):

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded respectively to the proposed Employee Stock Option Scheme 2017 ["RUBFILA ESOS 2017"] and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot equity shares in one or more tranches at any time to such person(s) who are in employment of the Company and such persons as may be covered and eligible under the said Scheme RUBFILA ESOS 2017 whether working in India or outside India, selected on the basis of criteria decided by the Committee under the RUBFILA ESOS 2017 (hereinafter referred to collectively as "eligible employees"), exercisable into not more than 15,00,000 (Fifteen Lakh only) equity shares of the Company having face value of Rs. 5/- each, at such price and on such terms and conditions as may be determined by the Board and in due compliance with the applicable laws and regulations."

RESOLVED FURTHER THAT the Committee of the Board is hereby authorised to evolve, decide upon, bring into effect and implement the RUBFILA ESOS 2017 and determine the detailed terms and conditions of the aforementioned RUBFILA ESOS 2017, including but not limited to the quantum of the options to be granted under the RUBFILA ESOS 2017 (not exceeding 15,00,000 (Fifteen Lakh only) equity shares), quantum of the options to be granted per employee, the vesting period, the exercise period, the exercise price, instances where such options shall lapse and to grant such number of options, to such employees and directors (including Managing Director) of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the RUBFILA ESOS 2017 and as the Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Committee of the Board is hereby authorised to and make such modifications, changes, variations, alterations or revisions in the said RUBFILA ESOS 2017 as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Regulations and any other applicable laws without requiring the Board to secure any further consent or approval of the members of the Company (unless such modifications, changes, variations, alterations or revisions is detrimental to the interests of the employees and directors), and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded to the Board (or any Committee thereof) to issue and allot such number of equity shares of the Company, to such employees and directors of the Company (including Managing Director) in terms of the RUBFILA ESOS 2017, upon conversion of the options granted under such RUBFILA ESOS 2017, at such price and on such

terms and conditions as set out in the RUBFILA ESOS 2017 and as determined by the Committee.

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any employee including any Director of the Company (not an independent director), in any financial year and in aggregate under the RUBFILA ESOS 2017 shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT the equity shares issued and allotted on the exercise of the options granted through the RUBFILA ESOS 2017 shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the RUBFILA ESOS 2017."

RESOLVED FURTHER THAT the Board (including the Committee) be and is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of the options granted under the RUBFILA ESOS 2017, on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair and equitable benefits under RUBFILA ESOS 2017 are passed on to the eligible employees.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable

by the option grantees under the RUBFILA ESOS 2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said allottees.

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of RUBFILA ESOS 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

10. Re-appointment of Mr. G. Krishna Kumar (holding DIN 01450683) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. G. Krishna Kumar (holding DIN 01450683) as Managing Director of the Company for the period of

three years with effect from 1st November, 2016 to 31st October 2019 on the terms and conditions including the payment of remuneration for the aforesaid period, as set out in the Explanatory Statement annexed to this Notice convening this meeting and as contained in the Order of Appointment, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, which Order of Appointment is also hereby specifically approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or Order of Appointment in such manner as may be agreed to between the Board of Directors and Mr. G. Krishna Kumar."

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites payable to Mr. G. Krishna Kumar (holding DIN 01450683) in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. G. Krishna Kumar (holding DIN 01450683) in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

By Order of the Board of Directors
RUBFILA INTERNATIONAL LTD
N.N. Parameswaran
CFO & Company Secretary
Mumbai
28/07/2017

Notes:-

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Proxies in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered as invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll

- 2) An Explanatory 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 authorized 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
- 6) Request for any clarification needed on the accounts should be lodged in writing at the Registered Office of the Company on or before 5 P.M. on 07/09/2017.
- 7) The Share Transfer Books and the Register of Members shall remain closed from Saturday, 09h September, 2017 to Friday, 15th September, 2017 both days inclusive.
- 8) The Board of Directors have recommended a dividend @ 15% (Re. 0.75 per Equity Share of Re.5/- Fully paid-up) of the paid up capital for the year. If declared at the Annual General Meeting, the same will be paid to the share holders who holds shares:
 - a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 08th September, 2017.
 - b) In physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfers in physical form lodged with the Company and its Registrar and Transfer Agents on or before Friday, 08th September, 2017.
- 9) 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.
- 10) 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.

- 11) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents.
- 12) All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.
- 13) In view of the circular issued by SEBI, the Electronic clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, Members holding shares in physical form are requested to provide bank account details to the Company and its Registrar and Share Transfer Agents. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Any changes in such bank mandate must be advised only to the Depository Participant of the Members.
- 14) In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29th April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/document by companies to their Members through electronic mode. Therefore as was done last year, the Company proposes to send documents required to be sent to Members like Notices of General Meetings (including AGM), Audited Financial Statements, Report of the Directors, Independent Auditor's Report etc to the Members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website www.rubfila.com for download by the Members.

The physical copies of the Annual Report will be made available on request from the members.

- 15) Voting through Electronic means:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 the Company is pleased to provide Members with a facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (Remote e-Voting) Services provided by the Central Depository Services (India) Limited (CDSL):

"Electronic voting system" means a secured voting system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cybersecurity.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

"Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as 08th September, 2017. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

- (b) Procedure for Remote E-Voting
 - (i) Log on to the remote e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab
 - (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in De-mat 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 de-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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.
- (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 to choose < RUBFILA INTERNATIONAL LIMITED > to vote.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders & Custodians.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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 last 8 digits of the de-mat account/folio number in the PAN field. ● In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your de-mat account or in the company records for the said de-mat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your de-mat account or in the company records for the said de-mat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporate and custodians respectively
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/ folio numbers on which they wish to vote.
- The list of accounts 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.

In case of members receiving the physical copy:

Please follow all the steps from Sl. No. : (i to xvii) above to cast vote.

General Information

- (A) The voting period begins on Tuesday, 12th September 2017 at 9.00 A.M and ends on Thursday, 14th September 2017 at 5.00 P.M. 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) 08th September, 2017, may cast their vote electronically. The Remote E-voting module shall be blocked 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.
- (B) Members have an option to vote either Remote e-voting (availing the services provided by CDSL) OR by using the 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.

- (C) 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 08th September, 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.
- (D) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact Helpdesk: 18002005533/ 022-22723333
- (E) Shareholders 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.
- (F) 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.
- 16) The route map to the venue of the Annual General Meeting also forms part of this notice.
- 17) The Company has appointed M/s. SVJS & Associates, Company Secretaries, Cochin, as the Scrutinizers for conducting the remote e-voting process and poll in the meeting in a fair and transparent manner.
- 18) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman

and/or Director or a person authorized by him in writing who shall counter sign the same.

- 19) 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 and communicated to the stock exchanges where shares of the Company are listed.

- 20) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m to 5.00 p.m) on all working days except Sundays, upto and including the date of the Annual General Meeting of the Company. Members may also note that the Notice and Annual Report of the Company for the Financial Year 2016-17 are available on Company's website at www.rubfila.com.

STATEMENT AS PER SECTION 102 OF COMPANIES ACT 2013

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

Item No. 6 & 7:

In accordance with the provisions of Section 148 of the Act, read with The Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board on recommendation of the Audit Committee had appointed M/s. Ajith Sivasdas & Company, Cost Accountants as the Cost Auditors of the Company for the financial year 2016-17 for a remuneration of Rs. 50,000/- as audit fee payable to the Cost Auditors plus applicable taxes and reimbursement of out of pocket expenses

Further the Board in its meeting held on 28.07.2017 has approved the appointment of M/s. Ajith Sivasdas & Company, Cost Accountants as the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2018 for a remuneration of Rs. 50,000/- as audit fee payable to the Cost Auditors plus applicable taxes and reimbursement of out of pocket expenses

Accordingly, consent of the Members is being sought for passing the Ordinary resolutions as set out in item no. 6 & 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17 and 2017-18.

The resolution as set out in item no. 6 & 7 of this Notice is accordingly commended for your approval.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out in the item no. 6 & 7 of the accompanying Notice.

Item No. 8:

The Company has received notice proposing the candidature of Mr. S. H. Merchant (DIN: 00075865) for the office of Independent Director of the Company. Mr. S. H. Merchant is a Senior Solicitor & Senior Partner of the Law Firm M/s. M&M Legal Ventures, Advocates & Solicitors, Mumbai which was established by him in the year 1993. He possesses expertise in the field of law.

In the opinion of the Board, his association would be of immense benefit to the Company and it is desirable to avail his services as Independent Director. Mr. S. H. Merchant (DIN: 00075865) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and is independent of the management. Being eligible in terms of Section 149(10) and other applicable provisions of the Companies Act, 2013, Mr. S. H. Merchant is proposed to be appointed as Independent Director for a term of five consecutive years with effect from date of Annual General Meeting.

Copies of the draft letter for appointment as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board of Directors recommends the above ordinary resolution for the approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9:

Employee Stock Option Scheme is a way of employee compensation in recognition of their contribution to the overall performance of the Company. Your Company believes in rewarding its employees including Directors for their continuous hard work, dedication and support, which has led the Company on the growth path. As a motivation and to enable alignment of personal goals of the employees with organizational objectives, your Company intends to implement the Employee Stock Option Scheme termed as the Rubfila International Limited Employee Stock Option Scheme 2017 ("RUBFILA ESOS 2017"), by way of fresh issue of shares of the Company, with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Employee Stock Option Scheme approved by the shareholders in the Annual General Meeting of the Company held on 12th August, 2014, as per Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, could not proceed further; no options were created, granted, offered, issued and allotted under the said scheme. Subsequently Securities Exchange Board of India has repealed the existing regulations and introduced the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with effect from 28th October 2014. Hence the Employee Stock Option Scheme approved by the Shareholders on 12th August, 2014 be treated as cancelled. The Board of directors of the Company at its meeting held on 28th July 2017 considering the recommendation of the Nomination and Remuneration Committee hereby proposes a news scheme "RUBFILA ESOS 2017" to provide stock options to the eligible employees and directors (excluding Independent Directors) of the Company.

Pursuant to provisions of Securities and Exchange Board

of India (Share Based Employee Benefits) Regulations, 2014 (SEBI Regulations) the Company seeks members' approval in respect of RUBFILA ESOS 2017 and grant of Employee Stock Options to the eligible employees/ Directors of the Company as decided by the Board from time to time in due compliance of the SEBI Regulations.

The main features of the RUBFILA ESOS 2017 are as under:

a) Brief Description of RUBFILA ESOS 2017:

The proposed Scheme RUBFILA ESOS 2017 is intended to reward the eligible employees of the Company, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views Employee Stock Options as instrumental that would enable the employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

b) Total number of Options to be granted:

The total number of Options would be available for grant to the eligible employees of the Company under RUBFILA ESOS 2017, in one or more tranches exercisable, shall not cumulatively exceed 15,00,000 equity shares in the Company of face value of Rs. 5/- each.

c) Identification of classes of employees entitled to participate in RUBFILA ESOS 2017:

In line with the overall objective of the scheme; i.e; to attract, retain and motivate qualified, talented and competent personnel for the business operations for the Company, the scheme will be extended to the Directors/Managerial staff/those employees as may be determined by the Nomination and Remuneration Committee.

d) Requirements of vesting and period of vesting:

Options granted under this RUBFILA ESOS 2017 would Vest after One year but not later than Four years from the date of grant of such Options as follows:

25% of the Options	1 year from the date of offer
25% of the Options	2 years from the date of offer
25% of the Options	3 years from the date of offer

Balance 25% of the Options 4 years from the date of offer

The Compensation and Remuneration committee reserves the right of revising the vesting period at its discretion for certain employees. Vesting of Options would be subject to continued employment with the Company on the date of vesting. The Compensation committee may specify additional performance criteria or other conditions for the vesting of the options granted under the ESOP Scheme(s).

- e) Maximum period within which the options shall be vested:

Four years from the date of grant of options.

- f) Pricing Formula or Exercise Price:

The Exercise Price shall be equal to the fair market price as on the date of vesting of the options or any other price as decided by the Compensation and Remuneration Committee.

- g) Exercise Period and the process of exercise:

Options granted under the ESOP Scheme(s) can be exercised within a period not exceeding Four years from the date of vesting of the options granted. The Options granted under the ESOP Scheme(s) would be exercisable by the employee by making an application to the designated person in the Company, in such manner, on execution of such documents and on such terms as may be decided by the Compensation Committee. After the expiry of the exercise period, the options granted under "RUBFILA ESOS-2017" shall not be exercisable and shall lapse. However, lapsed option shall be available for fresh issue.

- h) Minimum Lock-In prior to Vesting: Nil

- i) Appraisal process for determining the eligibility of the employees under RUBFILA ESOS 2017:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the RUBFILA ESOS 2017 based on various parameters such as scale, designation, work performance, grades, period of service, annual fixed pay, Company's performance and such other parameters as may be decided by

the Committee from time to time in its sole discretion;

- j) Maximum number of Options to be issued per employee and in aggregate:

The grant of Options per employee or Director of the Company (including the Managing Director & CEO) in a year shall be up to 1% of the paid-up equity share capital (excluding outstanding warrants and conversions in a financial year).

- k) The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The Committee shall have full power and authority to formulate the detailed terms and conditions under which Option vested in employees may lapse in case of termination of employment for Cause or misconduct;

- l) Maximum Quantum of benefits to be provided per employee under the ESOS 2017

The rights of a shareholder shall be conferred upon the employee only on a valid exercise of the Options and resultant transfer/ issue of shares. Upon allotment of the shares, the employees shall become members of the Company and shall be entitled to all rights of a member including voting rights, receipt of dividend, etc. If the Company issues bonus or right shares, the employee will not be eligible for the bonus or right shares in the capacity of the holder of the Options, except that the entitlement to the number of Options will be adjusted in terms of provisions under RUBFILA ESOS 2017. Only if the Options are vested and exercised and the employee is a valid holder of the equity shares of the Company, the employee would be entitled for the bonus or rights equity shares of the Company.

- a) Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

RUBFILA ESOS 2017 shall be implemented and administered directly by the Company.

- b) The amount of loan provided for implementation of RUBFILA ESOS 2017 by the Company to the Trust, its tenure, utilisation, repayment terms etc.

The Company has not constituted a Trust to implement RUBFILA ESOS 2017 and the ESOS 2017 will be directly implemented by the Company and its Board.

- c) Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme contemplates issue of Shares by the Company.

- d) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Not applicable as the Company is implementing ESOS 2017.

- m) Disclosure and Accounting policies:

The Company shall comply with the disclosures and the accounting policies prescribed as per SEBI Regulations and the Guidance note issued by the Institute of Chartered Accountants of India on Employee Share based Payments.

- n) Method of option valuation:

The Company shall use intrinsic value method for valuation of the options granted under RUBFILA ESOS 2017. The difference between the market price and grant price shall be recognized in the profit and loss account over the period of vesting.

The difference between the employee compensation cost computed using the intrinsic value method and the cost that shall have been recognized if it had used the fair value method, shall be disclosed in the Directors' Report. Further, the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report of the Company.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under and as per Regulation 6 of the SEBI Regulations.

Accordingly the Special Resolution set out in Item No. 8 to the Notice of AGM is being placed for the approval of the shareholders

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out in the item no. 9 of the accompanying Notice.

Item No. 10:

The Board of directors in its meeting held on 11-11-2016 and on recommendation of the Nomination and Remuneration Committee has decided to re-appoint Mr. G. Krishna Kumar (holding DIN 01450683) as the Managing Director for a further period of three years with effect from 1st November, 2016 to 31st October 2019. This is subject to the approval of the shareholders at this Annual General Meeting. A brief resume of Mr. G. Krishna Kumar is detailed in the Annual Report 2016-17.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. G. Krishna Kumar (holding DIN 01450683) and the terms and conditions of the re-appointment are given below:

- I. Salary: Rs . 3,84,500/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
- II. Dearness Allowances : Rs. 10,750/-
- III. House Rent Allowance : Rs. 10,000/-
(Annual increment 6%)

In addition to the salary, Mr. G. Krishna Kumar shall also be entitled to Provident Fund, Superannuation Fund, Gratuity, Personal Accident Insurance, Car and Telephone, Leave Travel Allowance, reimbursement of Subscriptions to newspaper and magazines, entertainment expenses, Medical Expenses for self and family, Etc. as per Company Rules.

Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

- b) Leave with full pay and allowances shall be allowed as per the Company's rules.
- c) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- d) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- e) Mr. G. Krishna Kumar (holding DIN 01450683) shall not be liable to retire by rotation.
- f) The perquisites shall be valued as per the Income Tax Rules, 1962, as may be applicable

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. G. Krishna Kumar.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

Mr. G. Krishna Kumar is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. G. Krishna Kumar is in any way concerned or interested, financially or otherwise, in the resolution set out in the item no. 10 of the accompanying Notice.

By Order of the Board of Directors
 RUBFILA INTERNATIONAL LTD

N.N. Parameswaran
 CFO & Company Secretary
 Mumbai
 28/07/ 2017

Particulars of Directors who are proposed to be re-appointed at the meeting are given below :

Name of the Director	Mr. Bharat J Patel	Mr. Dhiren S Shah	Mr. S.H. Merchant	Mr. G Krishnakumar
DIN No.	01100361	01149436	00075865	01450683
Age & Date of Birth		29-04-1956	29-03-1951	
Type of appointment	Director retiring by rotation	Director retiring by rotation	Independent Director	Managing Director
Date of first Appointment	08-09-2005	28-09-2012	Date of AGM	27-10-2007
Experience and Areas of Specialization	Finance	Finance, Management	Advocate & Solicitor	Project, Technology Management
Qualifications	FCA	M.Com; LL.B, FCA,CMA	B.Sc; LLB	B.Tech; MBA
Terms & Conditions of Appointment	Non-executive	Non-executive	Non-executive	Executive
Remuneration last drawn	Nil	Nil	N.A	Rs.56.36 Lacs
No. of Shares Held in the Company	6693906	224755	10,500	58571
No. of Board Meetings attended during Financial Year 2016-17	6	5	N.A	6
List of Directorship held in outside Public Limited Companies	Nil	Nil	2	Nil
Chairman/member of the Committee of the Board of Directors of other Companies	Nil	Nil	Nil	Nil
Relation with Key Managerial Personnel and Directors	Nil	Nil	Nil	Nil
Justification for appointment	Expertise in Finance & Management	Expertise in Finance & Management	Expertise in the area of Law	Expertise in Project, Technology & Management

FOR THE ATTENTION OF THE MEMBERS:

1. Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents M/s Integrated Registry Management Services Private Limited, 2nd Floor, "Kences Towers", No.1, Ramakrishna Street, North Usmand Road, T. Nagar, Chennai - 600 017. Ph: 044-28140801 - 3 Email: corpser@integratedindia.in

2. Sending notices and documents to shareholders through email:

As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company M/s. Integrated Registry Management Services Private Limited at their postal / email address given above. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.

3. Making payment of dividend through NECS / NEFT:

In order to enable payment of dividend by direct credit to the bank accounts of the shareholders through National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT), those holding shares in physical form are requested to furnish their mandates for the same in the attached format along with the specified details / documents to M/s Integrated Registry Management Services Private Limited. Those holding shares in demat form are requested to update their records with DPs in this respect.

4. Payment of unpaid dividends of previous years.

The company has so far declared dividends and issued warrants to the shareholders as below:

Year	% of share Paid up value
2013 - 14	12
2014- 15	15
2015 - 16	10

Members wishing to claim unclaimed dividends are requested to correspond with the Company Secretary of the Company, at the registered office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013 and Rules made thereunder, be transferred to the Investor Education and Protection Fund. The Company has uploaded the details of unpaid and unclaimed amounts on the website of the Company (www.rubfila.com). Shareholders who have not encashed their dividend warrants for any of the years 2009-10 to 2015-16 are requested to get the warrants revalidated by the Bank, since the outstanding dividend will be transferred to Investor Education and Protection Fund.

Necessary formats for item 2, 3 & 4 above are available on the website of the Company- www.rubfila.com/investors.

By Order of the Board of Directors
 RUBFILA INTERNATIONAL LTD

N.N. Parameswaran
 CFO & Company Secretary

Mumbai
 28/07/2017

ATTENDANCE SLIP FOR 24TH ANNUAL 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 24th Annual General Meeting of the Company to be held on Wednesday 15th September, 2017 at 11.00 A.M at RB Auditorium, Opp. Instrumentation Ltd., 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 24th Annual General Meeting of the Company, to be held on the Friday 15th September, 2017 at RB Auditorium, Opp. Instrumentation Ltd., Kanjikode, Palakkad - 678 621 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	Adoption of audited standalone financial statements for the year ended 31st March 2017.
2.	Declaration of dividend for the Financial Year ended 31st March 2017.
3.	Appointment of Director, Mr. Bharat J. Patel (DIN 01100361)
4.	Appointment of Director, Mr. Dhiren Sshah (DIN 01149436)
5.	Appointment of Statutory Auditors for the year 2017-18
6.	Ratification of Appointment of Cost Auditors for the year 2016-17
7.	Ratification of Appointment of Cost Auditors for the year 2017-18
8.	Approval of ESOP Scheme for the Company.
9.	Appointment of Director, Mr. S.H. Merchant (DIN 00075865)
10.	Appointment of Managing Director for the Company.

Signed at this..... day of2017

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 Registry Management Services Pvt. Ltd.
2nd Floor, "Kences Towers",
1, Ramakrishna St., North Usman Road,
T. Nagar, Chennai - 600 017
Tel : (044) 28140801 - 03
Fax : (044) 28142479

Route Map to the 24th Annual General Meeting Venue

