



CIN: L45200TN2002PLC049601

## Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 2017

1. Name of Listed Entity: Refex Industries Limited

2. Quarter ending: 30.09.2017

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	T. Anil Jain	AADPA8582A & 00181960	Chairperson & Executive	26.09.2017	3 Years	1	3	Nil
Mr.	Hem Senthil Raj	AQQPR4857E & 06760725	Non – Executive & Independent	26.09.2017	3 Years	1	3	3
Mrs	R.Maheswari	AHEPR1361A & 06829926	Non – Executive & Independent	30/09/2015	3 Years	3	3	Nil
Mr	Dinesh Kumar Agarwal	AKHPA0067A & 07544757	Non – Executive	30/09/2016	-	1	2	Nil

Regd Office: No. 20, Mooker Nallamuthu Street, Chennai - 600 001. India. E Mail: admin@refex.co.in Website: www.refex.co.in

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Factory: No. 1/171, Old Mamallapuram Road, Thiruporur – 603 110, Kanchipuram District.Ph: +91-44-2744 5295.



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<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee Members</b>		<b>Category</b>
1. Audit Committee	✓ Mr. Hem Senthil Raj ✓ Mr. T Anil Jain ✓ Mrs. R. Maheswari ✓ Mr. Dinesh Kumar Agarwal		Chairman Member Member Member
2. Nomination & Remuneration Committee	✓ Mr. Hem Senthil Raj ✓ Mrs. R. Maheswari ✓ Mr. Dinesh Kumar Agarwal		Chairman Member Member
3. Stakeholders Relationship Committee	✓ Mr. Hem Senthil Raj ✓ Mr. T Anil Jain ✓ Mrs. R. Maheswari ✓ Mr. Dinesh Kumar Agarwal		Chairman Member Member Member
4. Risk Management	Not Applicable		
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting(if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum time gap between any two consecutive meetings in number of days</b>	
26.05.2017	31.08.2017	96 days	
<b>IV. Meeting of committees</b>			
<b>Date(s) of Meeting of the Audit committee in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum time gap between any two consecutive meetings in number of days</b>
31.08.2017	Yes; Three Members were present out of which one is the Chairman - cum - Independent Director	26.05.2017	96 days

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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"><li>✓ Audit Committee</li><li>✓ Nomination &amp; remuneration committee</li><li>✓ Stakeholders relationship committee</li><li>✓ Risk management committee (applicable to the top 100 listed entities) - NA</li></ul> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors. No comments / observations from the Board of Directors were received.</p>	
<p>Name &amp; Designation</p> <p> <b>S. Gopalakrishnan</b> Company Secretary &amp; Compliance Officer</p> <p></p>	

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## ANNEXURE III

### Affirmations:

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : S. Gopalakrishnan  
Designation : Company Secretary

  
Signature:



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