



REFEX INDUSTRIES LIMITED

Registered Office: Second Floor, Refex Towers, Sterling Road Signal, 313, Valluvar Kottam High Road, Nungambakkam, Chennai – 600034, Tamil Nadu

Tel: +91 44 43405900; **Website:** www.refex.co.in **E-mail:** cscompliance@refex.co.in
(**CIN:** L45200TN2002PLC049601)

NOTICE

(Pursuant to Section 101 of the Companies Act, 2013)

NOTICE is hereby given that the **22nd (Twenty-Second)** Annual General Meeting (“**AGM**”) of the Members of **Refex Industries Limited** will be held on **Friday, August 30, 2024 at 11:30 a.m.** (IST) through Video Conferencing / Other Audio-Visual Means (“**VC**”/ “**OAVM**”), to transact the following business:

ORDINARY BUSINESS:

1) Audited Financial Statements and reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements for the financial year ended March 31, 2024

- a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2) Appointment of a director in the place of Mr. Anil Jain (DIN: 00181960), who retires by rotation and being eligible, offers himself for re-appointment

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, **Mr. Anil Jain (DIN: 00181960)**, Director (Executive) of the Company, designated as Chairman & Managing Director (KMP) of the Company, who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:**3) Ratification of remuneration of Cost Auditors for the financial year 2024-25**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members, be and is hereby accorded for ratification of remuneration not exceeding ₹69,000/- (Rupees Sixty-Nine Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s STRAP & Associates, Chennai, (Cost Accounting Firm) bearing Firm Registration Number: 004143, represented by its Partner, Mrs. CMA S Lakshmi, practicing cost accountant, holding ICAI membership no. 33961, re-appointed as the Cost Auditors of the Company by the Board of Directors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025.”

4) Re-designation of Mr. Dinesh Kumar Agarwal (DIN: 07544757) as Whole-Time Director-cum-Chief Financial Officer and a Key Managerial Personnel of the Company from the position of Non-Executive Director

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(19), 2(51), 196, 197, 198 and 203 and other applicable provision, if any, read with Schedule V to the Companies Act, 2013 (“**Act**”) and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions made thereunder (including any statutory modifications, enactment, or any amendment made thereunder) and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded for appointment of **Mr. Dinesh Kumar Agarwal (DIN: 07544757)** (who is also the Whole-time Director, CEO & CFO of Sherisha Technologies Private Limited, the promoter & holding company) as a Whole-time Director, for a period of 05 (five) years, w.e.f. June 01, 2024 till May 31, 2029, designated as Whole-time Director-cum-Chief Financial Officer and a Key Managerial Personnel of the Company, on the terms and conditions with the liberty to the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee (“**NRC**”) of the Board) to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board and Mr. Dinesh Kumar Agarwal within and in accordance with the Act or such other applicable provisions or any amendment thereto.

Broad particulars of the terms of appointment and remuneration payable to Mr. Dinesh Kumar Agarwal as a Whole-time Director are as stated below:

- a) Period of appointment as Whole-time Director: June 01, 2024 till May 31, 2029.
- b) Period of appointment as Chief Financial Officer: From June 01, 2024 – until otherwise decided.
- c) Remuneration: Nil. However, the Whole-time Director-cum-CFO will be drawing his remuneration from the promoter/ holding company, i.e., Sherisha Technologies Private Limited.

Further, he shall be entitled for the stock options as per the ESOP Scheme of the Company, not exceeding 1% of the outstanding paid-up equity share capital of the Company, in any financial year, during the tenure of his office as Whole-time Director.

- d) Reimbursement of Expenses: Reimbursement of expenses incurred for travelling, boarding, and lodging including for his spouse and attendant(s) during business trips; provision of cars for use of the Company's business; telephone expenses at residence and club memberships.
- e) General:
- i) The Whole-time Director & Chief Financial Officer shall perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board, from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time, be given and made by the Board.
 - ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.
 - iii) The Whole-time Director & Chief Financial Officer shall adhere to the Company's Code of Conduct.
 - iv) The office of the Whole-time Director may be terminated by the Company by giving 03 (three) months' prior notice in writing, by either party.
 - v) No sitting fee will be paid for attending any meetings of the Board of Directors or any committee(s) thereof.

RESOLVED FURTHER THAT the above may be treated as a written memorandum setting out the terms of appointment of Mr. Dinesh Kumar Agarwal, Whole-time Director, in terms of Section 190 of the Act.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised and to further delegate to any of the officer(s) or employee(s) of the Company as it may consider appropriate to do all such acts, deeds and things, as may be required to give effect to the above resolution and making other statutory and/ or regulatory filings, if any, on behalf of the Company.

RESOLVED FURTHER THAT a copy of the above resolution be furnished as a certified true copy by any of the Directors or Company Secretary of the Company.

5) Amendment to the Articles of Association of the Company

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder (*including any amendments, statutory modification(s) and/or reenactment thereof for the time being in force*), approval of the members of the Company, be and is hereby accorded to amend the Articles of Association of the Company in the following manner:

Deleting the "Article 14(1)(iv)" which stipulates –

"After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the members and the Company:

- A. *to employees under any scheme of employees' stock option subject to special resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable laws; or*
- B. *to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred herein above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder"*

Substituting the existing Article 100(III) as follows:

“Article 100(III):

- A. to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred to in sub-article (I) or sub-article (II) above, for a consideration in cash, subject to the Rules and such other conditions, as may be prescribed under applicable laws; or
- B. to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred to in sub-article (I) or sub-article (II) above, for a consideration other than cash, at a price as may be determined pursuant to a valuation report issued by an independent registered valuer.

.....

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

6) Issue of further securities

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 23, 41, 42, 55, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”) and any other applicable laws as amended as on date, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”), the Foreign Exchange Management Act, 1999 (“**FEMA**”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the provisions of the Uniform Listing Agreements entered into by the Company with the Stock Exchanges on which its equity shares are listed and in accordance with any other applicable regulations/ guidelines issued by the Government of India (“**GOI**”), the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”) and/or any other competent authorities and clarifications thereof, issued from time to time, the provisions of the Memorandum of Association (“**MOA**”) and Articles of Association (“**AOA**”) of the Company, and subject to receipt of approval, if any, of the SEBI, RBI, Registrar of Companies (“**ROC**”) and other appropriate statutory or regulatory authorities, and such other approval(s), no objection(s), permission(s) and sanction(s), as may be necessary and subject to such conditions and modifications as may be stipulated or imposed by any of them while granting such approval(s), no objection(s), permission(s) and sanction(s) which may be agreed to by the Board of Directors of the Company or any Committee of the Board duly constituted/ to be constituted to exercise its powers including the powers conferred by this resolution (hereinafter referred to as the “**Board**”), the consent of the members of the Company, be and is hereby accorded to the Board of the Company to create, issue, offer and allot (including the provisions for reservation on firm and/or competitive basis, of such part of Issue and for such categories of persons including employees of the Company, as may be permitted), in one or more tranches and in one or more foreign markets the Global Depository Receipts (“**GDRs**”) and/or American Depository Receipts (“**ADRs**”) and /or other Depository Receipts and /or Foreign Currency Convertible Bonds (“**FCCBs**”) and/or Euro Convertible Bonds (“**ECBs**”) and/or equity shares/ preference shares/ optionally convertible securities linked to equity shares and/or fully convertible debentures/ partly convertible debentures/ optionally convertible debentures or any other securities which are convertible into or exchangeable with equity shares, at a later date, including warrants, with a right exercisable by the warrant holder to exchange the said warrants with equity shares at a later date (hereinafter referred to as “**Securities**”) in the course of one or more offering(s), including through a

Further Public Offering (“FPO”) and/or by way of Rights Issue and/or Qualified Institutional Placement (“QIP”) in accordance with Chapter VI of the SEBI ICDR Regulations and/or such other form(s), modes and means, pursuant to the SEBI Regulations, to such Indian person(s) whether or not such persons are members of the Company, including Qualified Institutional Buyers (“QIBs”) and eligible investors (*whether residents and/or institutions/ incorporated bodies and/or individuals and/or trustees and/or banks or otherwise*) including to GOI, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Body Corporates, Companies, Private or Public or other Entities, authorities and employees by way of any employee reservation, and to eligible retail individual Shareholders of the Company by way of a reservation, and to such other categories of eligible investors for whom a reservation category is permissible pursuant to the SEBI ICDR Regulations, and to such other person, in one or more combinations thereof, through a public issue including the exercise of a green shoe option, if any, at such price as may be determined whether through book building process with a specified price band or through alternate book building method with a specified base / floor price or otherwise in accordance with the SEBI ICDR Regulations in consultation with advisors or such persons and on such terms and conditions as the Board may in its absolute discretion decide, whether by way of public offering or private placement or conversion of any debt or sub-debt into any securities, or a combination thereof and whether by way of circulation of an offering circular or placement document or otherwise, for an amount (*including upon conversion of warrants or other convertible securities into equity shares*) not exceeding ₹1,000 Crore (**Rupees One Thousand Crore only**) at such price, either with or without premium or with or without discount, as may be determined by the Board, at the option of the Company, as the case may be, and such issue and allotment be made in one or more tranches, on such terms and conditions as may be decided by the Board at the time of issue or allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/ or underwriter(s) and/or other advisor(s) for such Issue.

RESOLVED FURTHER THAT the Securities to be so allotted shall be subject to the MOA and AOA of the Company and shall rank *pari-passu* in all respects with the existing securities of the same class of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT the Securities may be offered, issued and allotted under Chapter VI of the SEBI ICDR Regulations to QIBs at such price to be determined by the Board at its absolute discretion, subject to compliance with the SEBI ICDR Regulations and /or other applicable law, and may also offer a discount percentage as permitted under applicable law, as amended, on the floor price calculated in accordance with the pricing formula based on the relevant date as prescribed under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (Through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time, the Depository Receipts Scheme, 2014, as amended and other applicable provisions, as amended from time to time;

RESOLVED FURTHER THAT in case of a QIP pursuant to Chapter VI of the SEBI ICDR Regulations, the allotment of Securities (or any combination of the Securities as may be decided by the Board) shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations, such securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares under Chapter VI of the SEBI ICDR Regulations or such other time as may be decided by the Board and as permitted by the SEBI

Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed Issue of the Securities;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to anchor investors as may be permissible in accordance with the SEBI ICDR Regulations and applicable laws and to take any and all actions in connection with such reservations, allocation as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments, supplements, notices or corrigenda thereto, seek any consent or approval required or necessary, give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the trade ability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and/or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities;

RESOLVED FURTHER THAT the Company and/or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the trade ability thereof as per market practices and regulation (*including listing on one or more stock exchange(s) in or outside India*);

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Board be and is hereby severally authorized to take all the necessary steps, including preparation of the offer document for the issue and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and filing of the offer document with SEBI, RoC, Stock Exchanges, appointment of various intermediaries and entering into arrangements for managing, underwriting, placement, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium / discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount (“ASBA”) and payment of balance amount on allotment of Securities, exercise of a green shoe option, if any, listing on one or more stock exchanges in India as the Board deems fit and to do all such acts, deeds, matters

and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to FPO, and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the members;

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any committee(s) of the Board constituted/ to be constituted or by any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf.”

Date: August 05, 2024

Place: Chennai

By Order of the Board of Directors
For **Refex Industries Limited**

Registered Office:

2nd Floor, Refex Towers, Sterling Road
Signal, 313, Valluvar Kottam High Road,
Nungambakkam,
Chennai – 600034, Tamil Nadu
CIN: L40100TN1994PLC028263

Ankit Poddar
Company Secretary & Compliance Officer
(ACS – 25443)

NOTES:

Section A – Attendance and Documents Inspection

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 read with General Circular No.10/2022 dated December 28, 2022 read with General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 19/2021 dated December 08, 2021 read with General Circular No. 21/2021 dated December 14, 2021 read with General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 05, 2020, General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the “**MCA Circulars**”) and the Securities and Exchange Board of India (“**SEBI**”) vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with SEBI/ HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as the “**SEBI Circulars**”) have permitted the companies to hold their general meetings through video conferencing / any other audio visual means (“**VC/OAVM facility**”) without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC facility.
2. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at ‘Second Floor, Refex Towers, Sterling Road Signal, 313, Valluvar-Kottam High Road, Nungambakkam, Chennai – 600034, Tamil Nadu’.

3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice and Annual Report for FY 2023-24 are also available on the Company's website (www.refex.co.in) under 'Investors' section, websites of the Stock Exchanges i.e., the BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com), and on the website of NSDL (<https://evoting@nsdl.com>). In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24 and Notice of the 22nd AGM of the Company, he/she may send request to the Company's email address at investor.relations@refex.co.in mentioning Folio No./ DP ID, Client ID and the No. of shares held.
4. The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on Friday, August 02, 2024.
5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND THE SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
6. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ("**Act**") with respect to Item Nos. 3 to 6 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) and 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings (**SS-2**) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM forms part of the Explanatory Statement. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, 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 at the AGM. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode at least 15 minutes before and till 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investor.relations@refex.co.in up to **Friday, August 23, 2024**. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor.relations@refex.co.in
11. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 22nd AGM through VC/OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at mhkgupta18@gmail.com with a copy marked to evoting@nsdl.com and the Company at investor.relations@refex.co.in
12. Members desiring any information with regard to Annual Accounts/ Annual Report are requested to submit their queries addressed to the Company Secretary at investor.relations@refex.co.in at least 10 (ten) days in advance of the AGM so that the information called for can be made available to the concerned shareholder(s).

Section B – Up-dation of records, Nomination, KYC and Unpaid Dividend/IEPF

13. Members are requested to direct notifications about change of name/address, email address, telephone/mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or in the Physical form to Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company (“Cameo”) at Cameo Corporate Services Limited, Unit: Refex Industries Limited, “Subramanian Building”, #1, Club House Road, Chennai– 600 002 Tamil Nadu, Contact No: 044 - 2846 0390 to 95/40020700/40020710, Fax No: 044 - 2846 0129, Email: investor@cameoindia.com.
14. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY’S RTA. MEMBERS HOLDING SHARES IN PHYSICAL FORM, IN THEIR OWN INTEREST, ARE REQUESTED TO DEMATERIALIZE THE SHARES TO AVAIL THE BENEFITS OF ELECTRONIC HOLDING/TRADING.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
- **For shares held in electronic form:** to their Depository Participants (“DPs”);
 - **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

16. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited at investor@cameoindia.com for assistance in this regard.
17. Members may note that SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.refex.co.in and on the website of the Company's Registrar and Transfer Agents Cameo Corporate Services Limited at investor@cameoindia.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
18. **NOMINATION:** As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Cameo Corporate Services Limited at investor@cameoindia.com, in case the shares are held in physical form.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. Non-Resident Indian members are requested to inform the Company's RTA immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of postal address/ name, Permanent Account Number ('PAN') details, email address, telephone/mobile numbers, etc. to their Depository Participant, only and not to the Company/ the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.
- In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, or in electronic mode at investor@cameoindia.com.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Cameo, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

23. UNCLAIMED DIVIDEND /IEPF: Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, the Company has uploaded the details of unpaid and unclaimed dividend amounts, pertaining to previous financial years, lying with the Company, on the website of the Company at <https://www.refex.co.in> and also on the website of the MCA at <http://www.iepf.gov.in>.
24. Members are requested to note that, dividends, if not encashed for a consecutive period of 07 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline.
25. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the web link <http://iepf.gov.in/IEPF/refund.html> or contact CAMEO for lodging claim for refund of shares and /or dividend from the IEPF Authority.
26. The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

Financial Year	Dividend per Equity Share (₹)	Date of Declaration	Due Date for Transfer to IEPF	Amount (₹) (Unpaid as on March 31, 2024)
2020-21 (Interim)	1.00	December 29, 2020	March 02, 2028	4,02,086.00
2020-21 (Final)	0.50	September 30, 2021	December 02, 2028	1,52,686.50
2022-23 (Final)	2.00	September 26, 2023	November 30, 2030	5,72,772.00
2023-24 (Interim)	0.50	February 08, 2024	April 13, 2031	<i>Pay-out in progress</i>

Section C – Voting through electronic means and attending AGM through VC/OAVM

27. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended and the MCA Circulars issued by the Ministry of Corporate Affairs and Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM.
28. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
29. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company in the AGM Notice.
30. **CUT-OFF DATE:** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., **August 23, 2024** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut- Off Date i.e., **August 23, 2024**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off Date may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company at: investor@cameoindia.com and/or RTA at: investor@cameoindia.com.

31. **REMOTE E-VOTING PERIOD:** The remote e-voting period commences on Tuesday, August 27, 2024 (09:00 a.m. IST) and ends on Thursday, August 29, 2024 (05:00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e., August 23, 2024, may cast their vote by remote e-voting. Those members, who will be present in the AGM through the VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
32. Any person who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
33. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
34. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e., **August 30, 2024**.
35. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.
36. Voting Options – In view of meeting being held by audio visual means, the members shall have two options of voting, both electronically as follows:
 - i. Remote e-voting;
 - ii. Electronic e-voting during the AGM.
37. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the MCA Circulars issued by the Ministry of Corporate Affairs and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the

business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.refex.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circulars issued by the Ministry of Corporate Affairs.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, August 27, 2024 at 09:00 A.M. and ends on Thursday, August 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 23, 2024.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid #ccc; padding: 10px; margin: 10px 0;"> <p style="text-align: center; color: #0070c0;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mhkgupta18@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution /Power of Attorney /Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre, Senior Manager) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (investor.relations@refex.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (investor.relations@refex.co.in). The same will be replied by the Company suitably.
6. Registration of Speaker related point needs to be added by company.

Section D – Declaration of voting results

38. A member may participate in the 22nd AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
39. Scrutinizer for e-Voting: Ms. Mehak Gupta, Practicing Company Secretary, FCS-10703, CP No. 15013, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.
40. Scrutinizer's Report: The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall submit not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
41. Voting Results: The results of voting will be declared and the same along with the Scrutinizer's Report will be published on the website of the Company (www.refex.co.in) and the website of NSDL (<https://www.evoting.nsdl.com>).
42. The Company shall simultaneously communicate the results along with the Scrutinizer's Report to the BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or contact at toll free no. 1800 210 9911.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre, Sr. Manager, National Securities Depository Limited, Trade World, A Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 Maharashtra or send an email to evoting@nsdl.com or call toll free no. 1800 210 9911.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') sets out all material facts relating to the special business(es) to be dealt at the 22nd Annual General Meeting as mentioned under Item Nos. 3 to 6 of the accompanying Notice dated August 05, 2024:

Item No. 3: Ratification of remuneration of Cost Auditors for the financial year 2024-25

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost records for specified products conducted by a practicing Cost Accountant.

Based on the recommendation of the Audit Committee, the Board, at its meeting held on August 05, 2024, had approved the re-appointment of M/s STRAP & Associates, (Cost Accounting Firm having FRN: 004143), represented by its Partner, CMA S Lakshmi, bearing ICAI Membership No. 33961 as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for FY 2024-25 at a remuneration not exceeding ₹69,000/- (Rupees Sixty-Nine Thousand only) plus applicable taxes, out-of-pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, approval of the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the members as set out at **Item No. 3** of the Notice.

A brief profile of M/s STRAP & Associates, Cost Accountants (FRN: 004143.), is mentioned hereinbelow for information of the shareholders:

STARP & Associates is a Cost Accountant Firm promoted by persons having rich experience in adoption of scientific methods to secure maximum efficiency in industrial, commercial and other spheres in addition to financial accounting for over two decades. All the partners have worked for large corporates in India and have hands-on experience in their respective areas. After their successful career they have started on their Entrepreneurial ambition.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members of the Company.

Item No. 4: Re-designation of Mr. Dinesh Kumar Agarwal (DIN: 07544757) as Whole-Time Director-cum-Chief Financial Officer and a Key Managerial Personnel of the Company from the position of Non-Executive Director

Mr. Dinesh Kumar Agarwal was appointed as a Director on the Board of Directors of the Company on July 27, 2016, thereafter, Non-Executive Director of the Company, by the shareholders of the Company, in their 14th Annual General Meeting (“AGM”) held on September 30, 2016.

Mr. Dinesh Kumar Agarwal (aged 44 years), is a Chartered Accountant having over 15 years of rich work experience in which the Company operates. His extensive background in Corporate Finance has driven remarkable growth at Refex Group since 2014.

His expertise in Audit, Financial Accounting, Tax & Strategic Planning and Fundraising has played a key role in the Company’s success. With experience from reputed organizations like Aircel and Brisk, Dinesh has raised over ₹4,000 Crore by optimizing financial processes.

Dinesh's commitment to excellence has earned him industry recognition and accolades. Under his leadership and based on his vast knowledge, rich experience, unique skills, and the substantial contribution made by him as Non-Executive Director of the Company, the Company has exponentially grown during his tenure. His ever-growing passion for Finance, Accounts and Business operations drives him and his team to excel every day.

A brief profile of Mr. Dinesh Kumar Agarwal (DIN: 07544757) is mentioned under statement to item no. 4 and elsewhere in the Notice.

The Board, in its meeting held on May 24, 2024, on the recommendations of the Audit Committee and the Nomination & Remuneration Committee, has considered, approved and recommended to the shareholders, re-designation of Mr. Dinesh Kumar Agarwal as a Whole-time Director, for a period of 5 (five) years, w.e.f. June 01, 2024 till May 31, 2029, on the terms and conditions as mentioned in the item no. 4, in accordance with the provisions of Section 196 and 197 read with Schedule V to the Companies Act, 2013 (“Act”) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and also, as Chief Financial Officer and a Key Managerial Personnel of the Company.

Confirmations/Declarations:

Mr. Dinesh Kumar Agarwal has given a declaration as per Section 196(3) read with Part I of Schedule V to the Act that he fulfils the conditions for the appointment as a Whole-time Director of the Company. He has also given a declaration in form DIR-8 that he is not dis-qualified from being appointed as a director in terms of Section 164(1) & (2) of the Act.

Except Mr. Dinesh Kumar Agarwal, none of the other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members of the Company.

Item No. 5: Amendment to the Articles of Association of the Company

It is brought to the attention of the shareholders that as per the existing Article no. 14(1)(iv) and 100(III), in case the Company proposes to increase its subscribed capital by the issue of further shares to any person(s) on preferential basis, such shares shall be offered at a price as may be determined by the valuation report of a registered valuer subject to the Rules and such other conditions, as may be prescribed under law even in case the share are issued for cash consideration.

As per Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer company provide for a method of determination which results in a floor price higher than that determined as above, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

In order to avoid the repetition of the similar provisions at two places in the Articles, it is proposed to delete the Article no. 14(1)(iv) and modify the similar Article No. 100(III) by aligning the same in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as stated above.

Accordingly, the Board of Directors, in its meeting held on August 05, 2024, has approved to amend the existing article no. 14(1)(iv) by omitting it and Article No. 100(III) to do away with the requirement of obtaining a valuation report from a registered valuer in case of preferential issue to person(s) for cash consideration, however such requirement will persist in case of preferential issue to person(s) for a consideration other than cash, subject to the approval of the shareholders of the Company by way of special resolution.

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to adopt the amended Articles of Association after incorporating the alterations as stated above.

The Board recommends adoption of the resolution set out in the accompanying Notice of AGM as a Special Resolution.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members of the Company.

Item No. 06:

The Company is fast growing and the Board of Directors ("**Board**") is of the opinion that the Company requires additional funds to meet with the needs of growing business requirements and general corporate purposes with adequate mix of debt and equity. Hence it is imperative to have enabling approvals to raise funds through issue of adequate securities in Indian and/or international markets by way of Further Public Offering ("**FPO**") and/ or Qualified Institutional Placement ("**QIP**"), to Qualified Institutional Buyers ("**QIBs**") and/or other persons or modes of fund raising, for an amount not exceeding ₹1000 Crore (Rupees One Thousand Crore only) on such terms and conditions and price as may be determined by the Board.

Section 62 of the Companies Act, 2013 provides, inter-alia, that where it is proposed to increase the subscribed share capital of the Company by the issue of further securities, such further securities shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless shareholders decide otherwise by way of passing special resolution at a general meeting of the shareholders.

The Special Resolution will be an enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to proceed with the offering. The funds raised from the issue will augment the Company's capital base and financial position, and the funds are proposed to be utilized including but not limited to the growth of the business, repayment of borrowings and other general corporate purposes from time to time.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members of the Company.

Date: August 05, 2024

Place: Chennai

By Order of the Board of Directors
For **Refex Industries Limited**

Registered Office:

2nd Floor, Refex Towers, Sterling Road Signal,
313, Valluvar Kottam High Road,
Nungambakkam,
Chennai – 600034, Tamil Nadu
CIN: L40100TN1994PLC028263

Ankit Poddar
Company Secretary & Compliance Officer
(ACS – 25443)

Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Dinesh Kumar Agarwal	Mr. Anil Jain
DIN	07544757	00181960
Date of Birth (Age in years)	July 09, 1980 (44 years)	September 13, 1976 (47 years)
Date of first appointment	July 27, 2016	September 13, 2002
Experience/Expertise in Specific Functional Areas	<p>Mr. Dinesh Kumar Agarwal (aged 44 years), is a Chartered Accountant having over 15 years of rich work experience in which the Company operates. His extensive background in Corporate Finance has driven remarkable growth at Refex Group since 2014.</p> <p>His expertise in Audit, Financial Accounting, Tax & Strategic Planning and Fundraising has played a key role in the Company's success. With experience from reputed organizations like Aircel and Brisk, Dinesh has raised over 4,000 Crore by optimizing financial processes. Dinesh's commitment to excellence has earned him industry recognition and accolades.</p> <p>Under his leadership and based on his vast knowledge, rich experience, unique skills, and the substantial contribution made by him as Non-Executive Director of the Company, the Company has exponentially grown during his tenure. His ever-growing passion for Finance, Accounts and Business operations drives him and his team to excel every day.</p>	<p>Mr. Anil Jain played a pivotal role in navigating the Company over the last 20 years by overcoming the business challenges, financial problems and other operational difficulties.</p> <p>His visionary leadership and unwavering dedication have fuelled the growth of his diverse business ventures, aimed at fostering sustainable solutions and eco-friendly energy alternatives. Anil's profound impact extends beyond the boardroom, as he empowers his team, mentors budding entrepreneurs, and champions philanthropic endeavours, exemplifying a holistic approach to business leadership.</p> <p>His contributions, recognized through prestigious accolades like the 'Young Entrepreneur by Times Group' and 'Stevie award', underscore his remarkable achievements and enduring commitment to innovation, empowerment, and societal impact.</p> <p>He smoothly drives all the business segments of the Company i.e., Refilling of Refrigerant Gases, Coal and Ash handling, Power Trading and Renewable Energy. The Company under his leadership has reached the position where it is today.</p>
Qualification(s)	Chartered Accountant	B.Com.
Directorship in other companies including listed companies *	Refer Corporate Governance Report and other sections of Annual Report	Refer Corporate Governance Report and other sections of Annual Report
Listed entities from which the person has resigned in the past three years	NIL	NIL

Name of the Director	Mr. Dinesh Kumar Agarwal	Mr. Anil Jain
Chairmanship/Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	Refer Corporate Governance Report and other sections of Annual Report	Refer Corporate Governance Report and other sections of Annual Report
Shareholding in the listed entity, including shareholders as a beneficial owner	Nil	47.00% (As significant beneficial owner)
No. of Board Meetings Held/Attended	10/10 (Ten out of ten meetings)	10/10 (Ten out of ten meetings)
Details of Remuneration sought to be paid	As per item no. 4	NA
Last Remuneration drawn (per annum)	NIL	₹84,00,000 (during FY24)
Disclosure of relationships between directors inter-se	NIL	NIL
Terms and conditions of re-appointment and Remuneration	Mr. Dinesh Kumar Agarwal shall be re-appointed as Whole-time Director, liable to retire by rotation.	The re-appointment is pursuant to retirement by rotation. There is no change in the terms and conditions of Mr. Anil Jain as Managing Director.

* Directorships in private limited companies (except deemed public companies), foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of only public companies have been included in the table.

refex

PROFIT

WITH

PURPOSE

BUILDING A SUSTAINABLE LEGACY

Refex Industries Limited
Annual Report
2023-24

www.refex.co.in



Blending
diversities into
a victorious
homogeny!

To view this Report online &
to know more about us,
please visit:
www.refex.co.in

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Disclaimer

This document contains statements about expected future events and financials of Refex Industries Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

At the heart of our operations is a steadfast commitment to sustainable growth

A vision that propels us towards a stronger and more prosperous future while safeguarding the environment for future generations.

At Refex Industries Limited, our unwavering commitment to innovation and eco-friendly products and processes has been the foundation of our continuous growth and diversification across various markets and business segments. Starting as a refrigerant gas company, we have expanded our operations into ash and coal handling, power trading, and EV fleet successfully capitalizing on opportunities to become a leading provider of sustainable energy solutions. Our business model is sustainability-driven and our operations reflect this ethos.

Our journey is marked by efficient resource deployment, continuous improvement, and agile responses to industry changes, all while adhering to our core principles. Customer satisfaction is at the heart of our operations, allowing us to meet and exceed customer expectations and build long-lasting relationships based on trust and loyalty.

We strive for excellence by swiftly adopting the latest technologies and leveraging digitalization to enhance efficiencies, streamline workflows, and optimize resource utilization. This approach fosters a culture of sustainable growth and performance.

Sustainability is woven into every aspect of our business tapestry, contributing to a cleaner and better future, and ensuring value creation for our stakeholders and the planet. This commitment has positioned us as a national player, setting new standards for excellence and responsible corporate conduct.



Refex – A Glimpse!

Incepted in 2002 as Refex Refrigerants Private Limited, it commenced the business of refilling of refrigerant gases, specifically ozone-friendly hydrofluorocarbons (HFCs). Within the next five years, the business saw a rapid expansion and in 2007, Refex Industries Limited was listed on the Bombay Stock Exchange (BSE), followed by its listing on the National Stock Exchange (NSE) in 2009. In the same year, Refex Industries limited dominated the market share for refrigerant gases in the country.

In response to the dynamic shifts in market demands, we have strategically expanded our operations into ash and coal handling, alongside venturing into power trading and green mobility solutions (EV fleet). Leveraging our robust expertise in resource management, we deliver comprehensive services that prioritize the secure and responsible handling of coal and ash materials. Our objective is to address the unique needs of power plants and associated industries while actively contributing to the advancement of efficient and sustainable energy solutions. Refex's expansion into the business of providing EV as a service resonates our deep and thoughtful investment in sustainable business solutions.

As a socially responsible business, we are unwavering in our commitment to setting the highest standards for health, safety, environmental protection, and sustainable development through a wide array of initiatives. Our overarching aim is to establish a resilient and enduring business model, fueled by a fusion of talent, technology, and innovation.



Our Core Values



Excellence:

To strive relentlessly, constantly improve ourselves, our teams, our services and products to become the best by "Repeating Excellence"



Fairness:

To be objective and transaction-oriented and thereby earn trust and respect



Leadership by Example:

To set standards in our business and transactions and be a trendsetter for the industry & ourselves



Integrity & Transparency:

To be ethical, sincere and open in all our transactions



Customer Value:

To exceed customer expectations – consistently & constantly

Our Goals

At the core of our business remains our commitment to our clients

To position Refex Industries Limited as a global player with a clear focus on each business

To practice sustainability in all our business endeavours.

Vision

To be the most preferred Company; committed to seeking growth and prosperity by achieving a sustainable competitive global share; using innovative solutions, technology and a team of good people. It is our intent to develop quality partnerships with our shareholders, employees, suppliers, partners, customers and the community in which we operate. We wish to continually set standards of excellence, both personally and professionally, which exemplify our dedication to our goals.

Mission

We will strive to attain our goals by exceeding the needs & expectations of our customers with continuous improvements in quality, productivity, value creation, new product & service offerings and customer satisfaction. At Refex Group, we are dedicated to offering the highest quality products & services to our customers while achieving acceptable returns on investments

Our Purpose

To contribute to creating a net carbon free world by accelerating the clean energy transition

Milestone Moments in OUR JOURNEY

Inception of Refex Refrigerants Private Limited (now Refex Industries Limited)
Commencement of refilling business of refrigerant gases (HydrofluoroCarbons)

2002



2004

Received appreciation from **Minister of State for Commerce & Industry, Govt. of India** for eco-friendly approach of introducing HFCs in place of CFCs, and for establishing a massive project in Thiruporur, Kancheepuram District



2005

Awarded with **ISO 9001: 2000 Certificate** by TUV Management Services

2006

Refex was converted into a **Public Limited Company**

2024

Commissioned a 50.76 KWp rooftop solar power plant at our factory
Best Organisation for Women 2024 Award by ET Now

2023

Certified as 'Great Place to Work' by GPTW

Corporate

Inaugrated new corporate office in Bazulla Road, T.Nagar
Started functioning at Refex Towers, Nungambakkam

Refrigerant Gases

Added Copper Tubes and Hydrocarbon (HC) gases to the existing product offerings

RGML

Incorporated "Refex Green Mobility Limited", a Wholly Owned Subsidiary (WOS) of Refex Industries Limited
Established the brand **Refex eVeelz**
Partnered with leading corporates in metros to provide 4 wheeler EV as a service
Acquired O3 Mobility Private Limited

2018

Started fly ash and coal handling services to thermal power plants



2015

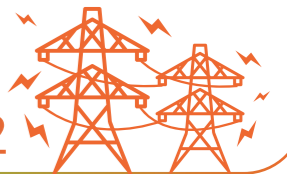
Started export of refrigerant gases

Renamed Refex Refrigerants Limited to Refex Industries Limited

2013

2022

Forayed into power trading business
Received **Category 1 Power Trading Licence** for Refex Industries Limited



2012

Set up a 5MW solar power plant in Rajasthan



2007

Listing of **Refex Refrigerants Limited (IPO)** on BSE



2008

Launched disposable refrigerants R134A Cans



2009

Achieved highest market share in refilling refrigerant gases domain
Listing of Refex on NSE



Since 2002,
The legacy continues



Quick Facts
FY 2023-24

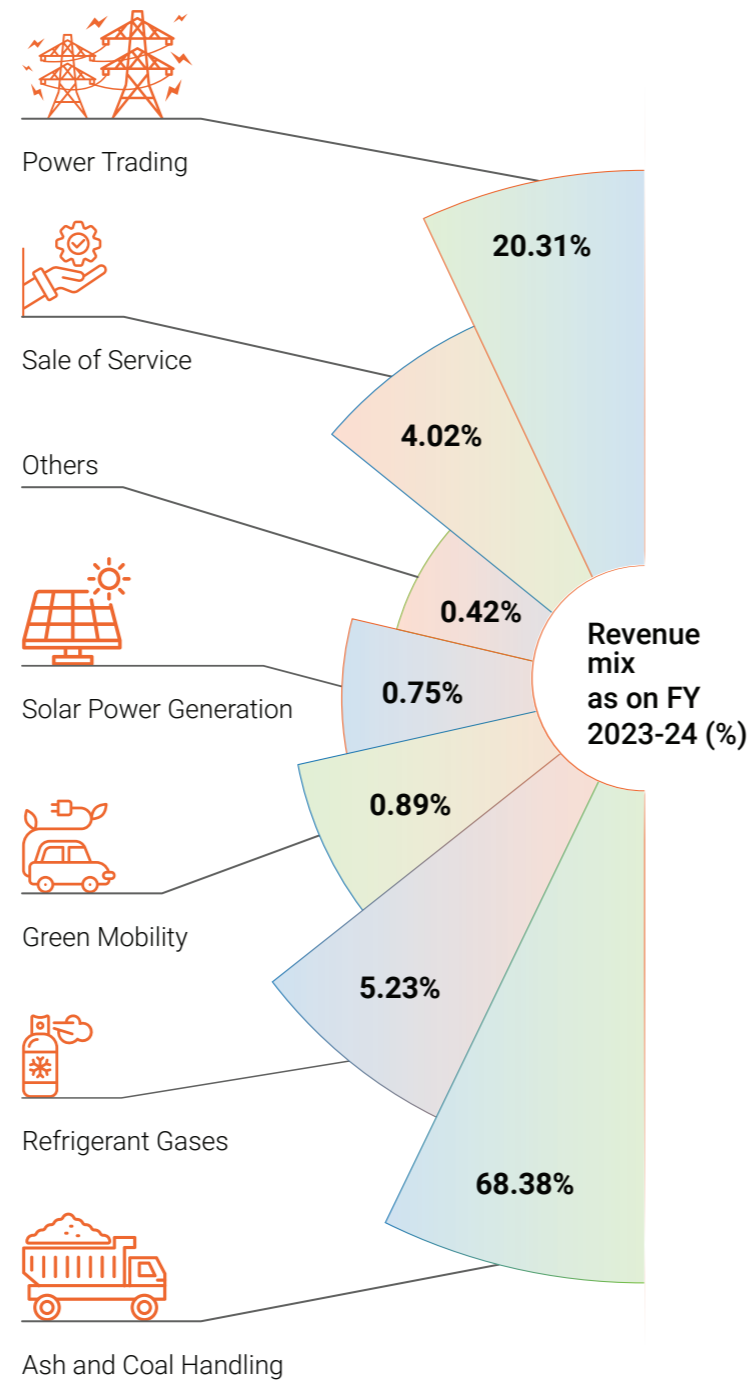
₹1,382+ Crs
Revenue

234 Employees

500+ Dealers
and distributors

475+ eV Cars

Our Diverse
Business Segments
& Segment-wise
Performance



Innovating
with Nature's
Core Elements

Ancient philosophies around the world classify the composition of the Universe into five elements: Earth, Water, Fire, Air and Ether (Space). These elements serve as fundamental building blocks of the world we live in and provide a framework for understanding the Universe's structure and functioning. These five elements are called 'Panch Mahabhoot' in Sanskrit.

Each element symbolizes different qualities and aspects of nature, humans, and the universe. These elements of nature are crucial for several reasons, spanning environmental, economic, health, and cultural aspects. Natural elements such as water, air, and soil form complex ecosystems that maintain environmental balance and stability. Each component plays a role in processes like pollination, nutrient cycling, and food chain dynamics.

These natural resources, when managed sustainably, provide ongoing benefits without depleting the resource base. This ensures that future generations can meet their own needs. Understanding natural elements and their processes is essential for developing sustainable practices and fostering a sense of responsibility towards the environment.





Trailblazers of Refilling
**Refrigerant
 gases** in India

Air is indispensable for human existence as we all breathe oxygen to survive. It is used by animals and humans to convert food into energy. Even plants use air to produce food for them by photosynthesis. Air movement drives weather patterns and helps distribute heat around the planet, regulating temperatures and creating climates. The atmosphere distributes solar energy through convection, conduction, and radiation, helping maintain a stable climate based on the movement of air.

Air plays a critical role in the water cycle, facilitating evaporation, condensation, and precipitation, which are essential for replenishing water sources and supporting ecosystems. It works as the medium through which sound travels, enabling communication among humans and animals. Sound waves transmitted through air are essential for music, entertainment, and various forms of communication technology. It is used in cooling systems, HVAC (heating, ventilation, and air conditioning) systems, and refrigeration to regulate temperatures in buildings, machinery, and storage facilities. Refex incidentally started its business in India with refrigerant gas.

Being an essential life force for everybody and our organization, the breeze nurtures us with a never-ending upward trajectory towards success!

Quick facts
 Air composition - nitrogen (78%) and oxygen (21%)
 Global wind power capacity exceeded 800 gigawatts (GW)

Paving a new way

We set a new standard for quality and dependability in the refilling of environmentally acceptable, ozone-friendly hydrofluorocarbons (HFCs), used in air conditioners, refrigerators, and refrigerating equipment, with one of the first ISO-certified units for refrigerant gas refilling in India.

Leading this market, we also introduced 'Refex Cans,' which made us the pioneer in India. This makes us the first company to offer automobile air conditioning gases in disposable cans. Developed and executed by our proficient engineers and experts, our goods and rigorous quality testing procedures allow for the careful procurement of HFC gases and their filling into different kinds of cans. A reputable supply and distribution network is then used to effectively distribute these cans across the nation. The gases are used as blowing agents, aerosol propellants, and air conditioning across sectors.

Our dedication to producing great quality is demonstrated by the numerous industry firsts we have to our credit. Our strict quality standards, supported by the ISO 9001 and 14001 certifications, further reinforce this commitment.

In the refrigerant gas sector, Refex Industries Limited is well-known for its innovative solutions which **enable us to stand out from the crowd.**

Product Offerings

Cylinders:

R134a | R404A | R407C | R410A | R32 | R22

Cans:



Refex introduced Hydrocarbon Blend & Copper Tubes

In 2023, Refex expanded its product offerings by introducing Hydrocarbon Blend and Copper tubes for commercial and domestic refrigeration needs.

The Hydrocarbon Blend (HC Blend), consisting of isobutane (R600a) and propane (R290), is compatible with common refrigeration lubricants and is an efficient refrigerant with a low GWP and an ODP value of 0.

Refex copper tubes, designed for refrigeration, air conditioning, and plumbing, are engineered for durability and reliability, meeting stringent industry standards. Available in various sizes and variations, these tubes are made from top-grade materials to ensure exceptional performance and longevity, making them a reliable choice for professionals and diverse project needs.



All Product Applications

- Commercial and domestic refrigeration
- Industrial refrigeration
- Food processing
- Commercial & domestic air-conditioning
- Automotive air-conditioning
- Chillers for builders and large systems
- Aerosol propellants
- Medical propellants
- Foam blowing agent



Refilling Factory
Thirupurur, Tamilnadu



The natural element Earth, also known as soil or ground, is a fundamental component of the terrestrial environment. It has several unique qualities that make it capable of supporting life and maintaining diverse ecosystems. Earth element signifies stability, strength, endurance, and dependability. Earth carries an interconnected system (atmosphere, hydrosphere, lithosphere, and biosphere) creating a dynamic planet capable of supporting life and adapting to changes. Earth provides a range of resources, including minerals, fossil fuels, and renewable energy sources like wind and solar power. The Earth helps regulate surface temperature by absorbing and storing heat during the day and releasing it at night.

The natural element of Earth is a complex and dynamic system essential for sustaining plant life, supporting ecosystems, and providing numerous ecological services. Its qualities make it a vital component of the environment and a key factor in agricultural productivity and environmental health. These qualities of the Earth also play a vital role in making a stable foundation, a business needs with clear mission, vision, values, and strategic planning, investing in resources (human, financial, and material) and nurturing employees' development to ensure growth and sustainability of the business. The Earth emphasizes the importance of sustainable practices and long-term strategic planning for any business to grow and flourish.

A remarkably stable and dependable business growth is brought into us from the calmest land to harness its full potential. It provides us with a firm foundation to keep building on top...

**Quick facts**

Seventh-largest country by land area
Covers 3.287 million square kilometres

The highest landmass is Kanchenjunga and the lowest landmass is Kuttanad

Coal Trading & Coal Yard Management Services

As part of our effort to promote sustainable growth, we entered the coal supply and coal handling industries in 2018. We serve PAN-India clients with our vast network of facilities and resources. Our ability to adapt and change continuously in response to the dynamic external environment puts us in a strong position to overcome obstacles and take advantage of new opportunities.

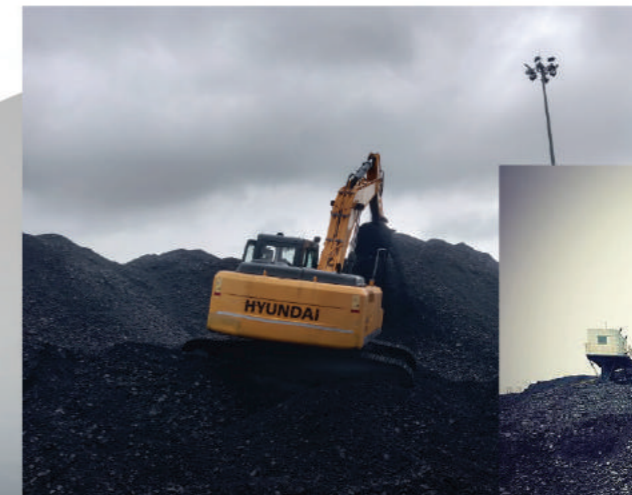
The services related to coal supply encompass the identification, procurement and distribution of coal to thermal power plants. By utilizing our network of reliable suppliers, we guarantee prompt delivery of top quality coal and handling services to our clients.

When coal is supplied by trucks to the thermal plants, under the coal handling services offered by us, it is stored at the coal yard in heaps. The unsized coal is crushed after it has been broken down into smaller pieces. While the uncrushed coal travels via a grizzly for preliminary crushing before being minimized, the crushed coal is directly deposited in the hopper of the Coal Handling Plant (CHP). In order to preserve the efficiency of the equipment, thorough housekeeping services are also offered for the CHP equipment. This involves maintaining cleanliness around the conveyor belt, in trenches, drains, cable trays, and sump pits, which are used to recover spilled coal.

The services provided for the administration of coal yards in thermal power plants include rake unloading, shifting, crushing coal, housekeeping, segregating coal and stone, controlling heavy machinery, and operating CHP Rooms, among other essential duties. These services are provided continuously, sustainably, and at a reasonable cost.



Fortifying Ash & Coal Handling



Handling and Disposal of Fly Ash

We entered into the management and disposal of fly ash produced during the combustion of coal in thermal power plants as part of our expansion activities and to mitigate the environmental pollution caused by the plants.

If fly ash is released into the environment, it causes significant risks leading to widespread air and water pollution. As fervent supporters of sustainability, we make use of cutting-edge machinery and advanced technology to guarantee the secure collection, movement, and disposal of thermal ash. Prominent thermal power plants in Rajasthan, Maharashtra, and Chhattisgarh provide the ash, which is then securely obtained and given to top cement factories in the same region. Further to cement, ash is also utilised in filling low-lying areas and backfilling of abandoned mines.

Our close working relationships with power plant operators over the years have allowed us to better understand their specific needs and provide services that are specifically designed to maximize fly ash collection and reduce the likelihood of hazardous disposal.

Similar to this, active engagement with government agencies and cement producers guarantee the safe and efficient delivery of the hazardous ash. Positively for us, the ash disposal industry is predicted to expand rapidly in the upcoming years due to the growing need for electricity and strict environmental restrictions.

The core of our fly ash disposal process is safety, sustainability, efficiency, innovation, and customer happiness. We will continue to steer business excellence by adhering to all applicable legislation and industry standards.



Quick facts

The only active volcano in India and Southeast Asia is Barren Island Volcano in the Andaman Sea



Fire is the brain-child of human civilization that first came into realisation millenia ago. Fire is universally accepted as important to human life, with myriad expressions and usage in the modern world. Fire has been used by humans in rituals, in agriculture for clearing land, cooking, generating heat and light, for signalling, propulsion purposes, smelting, forging, incineration of waste, cremation, and as a weapon or mode of destruction. Fire has played a crucial role in the development of human civilization and continues to be important in various aspects of life and industry.

Before the advent of electricity, fire was the primary source of light to illuminate everything around. Later with the help of science, fire took up different shapes and forms. Biomass energy, derived from burning organic materials, is a renewable source of energy that uses fire for power generation and heating. Fire is used to incinerate waste, reducing its volume and potentially generating energy in waste-to-energy plants. This process helps manage waste efficiently and reduces landfill usage. Fire is integral to many business operations, contributing to production, energy, safety, and innovation. Effective management and use of fire are crucial for optimizing its benefits while ensuring safety and sustainability.

TRIUMPHANT
ADVENTURE INTO



OWER TRADING

Sparkling transformational strides towards our goals and ambitions with so much energy and enthusiasm that ignites the passion for victory...

Power Trading

The Category-I Power Trading License that the Hon'ble Central Electricity Regulatory Commission (CERC) awarded to us in March 2022 for the purchase and sale of both renewable and non-renewable power supports our power trading activities.

Our areas of business encompass the provision and trading of electrical power to all Indian states and Union Territories, as well as the import and export of electricity. We are also members of the power exchanges in the country such as IEX and PXIL.

With a solid base and a dedication to quality, we hope to achieve major progress in the rapidly changing power trading market.

Adding Solar Power to Your Portfolio

We signed a power purchase agreement with NTPC Vidyut Vyapar Nigam Limited to establish a 5MW solar power project in Balmer District, Rajasthan, as part of our considerable efforts to enter the solar power market. For the project's execution, an EPC contract was signed subsequently.

Apart from producing electricity, the company also specializes in offering advisory services and distributes solar modules.

Due to major growth drivers such as the surging demand for more environmentally friendly energy sources, the increasing accessibility of solar power, and supportive government policies that encourage the progress of renewable energy, the Indian solar industry appears to be quite promising. These factors present significant opportunities for players such as ourselves. We are in a good position to take advantage of these opportunities and satisfy the growing need for sustainable power solutions while seeing significant growth thanks to our experience and strategic collaborations.

Acknowledging the plethora of prospects in power trading and striving to leverage them to broaden our commercial reach, we deliberately collaborate with varied stakeholders to buy and sell energy or electrical power.

Moving from the stability of earth, through the flow of water, the passion of fire, and the lightness of air, we reach the element that makes everything else possible: ether or 'space'. Ether is both nothing and everything at the same time. It's still, yet it's the very thing that makes all movement and life possible. The space element is the most subtle of all elements. Ether is assumed to be weightless, transparent, frictionless, undetectable chemically or physically, and permeating all matter and space. Just like Ether, any business should encourage a holistic approach to business, integrating various elements to create a balanced and harmonious organization along with maintaining a clear and inspiring vision for the future, fostering an environment of creativity and potential.

As the encompassing and ever-present vastness among us, our green mobility services exist to create a greener and cleaner space for everybody...

**Quick facts**

- The first Asian country to reach Mars orbit
- Chandrayaan - 1 confirmed the presence of water molecules on the Moon's surface
- Chandrayaan - 2 mission explores the Moon's 'dark side'

Refex Green Mobility Limited (RGML) proudly made a significant statement about our unwavering commitment to adopting a green business model and significantly contributing towards solving for climate change during the fiscal year 2022–2023.

The primary goal of RGML is to provide corporates, platforms, and other such groups with an exceptional service offering using the environment friendly electric vehicles (EVs), which shall also be supported by a robust technology platform and other support verticals.

By doing this, RGML gives these businesses the chance to take the lead in environmentally friendly transport operations, thereby enabling them to actively contribute towards environment preservation.

The green mobility vertical shall continue to make positive strides in advancing sustainable transportation services for the B2B, B2B2C, and other such segments.

The Green Mobility service is currently operating in two major metro cities of India namely Bangalore and Chennai.



Enabling sustainable transportation towards net-zero emissions

Green Mobility



Chairman & Managing Director's Message

Dear Stakeholders,

I am pleased to present our Annual Report for FY 2023-24, which offers a detailed and comprehensive overview of our business performance and future strategies. This past year has been marked by significant events and achievements. Despite the hurdles presented by a challenging economic environment, we have delivered robust results across all business segments, which have not only solidified our current position but also paved the way for sustainable, long-term growth. These outcomes are largely attributable to our well-considered initiatives throughout the year, which have focused on balancing stakeholder interests with a commitment to sustainable practices. This approach is a testament to the core values that underpin Refex.

For over two decades, Refex has been unwavering in its commitment to operational innovation and excellence. Throughout the past year, our diverse range of business segments has each played a crucial role in contributing to our overall success. This integrated and cohesive approach has significantly reinforced our market position and has also enhanced our brand reputation.

In recognition of the growing importance of environmental, social, and governance (ESG) factors, Refex Industries Limited has made a concerted effort to develop and implement a comprehensive ESG framework across all areas of our operations. We have made substantial progress in this regard, establishing robust processes, conducting thorough audits, and implementing effective governance structures. Our 'Trees for Life' initiative, which is dedicated to planting 100,000 trees, has also seen considerable advancement and continues to be a significant focus of our environmental efforts.

Looking ahead, I firmly believe that the integration of ESG practices into our business operations will yield numerous benefits. By adopting these practices, we expect to enhance our operational efficiencies, attract top talent, and further strengthen our brand's reputation. Furthermore, our commitment to ESG will enable us to deliver increased value to our stakeholders by advancing the triple bottom line of people, planet, and profit. We are confident that this holistic approach will contribute to our continued success and also positively impact our broader community.



Segment-wise Performance in FY 2023-24

Refrigerant Gases:

As pioneers in forging groundbreaking solutions and backed by extensive expertise, your Refex earns a prominent stature in the refrigerant gas industry. Distinguished by our pioneering introduction of 450 ml refilling cans and on-site refilling facilities at OEM locations, innovation has remained our core focus. This dedication has set our product apart, commanding a premium price compared to existing brands. Associated with prominent OEMs such as prominent OEMs such as Carrier, TVS Mobility, LG, and Voltas. Our reach extends to over 450 dealers and distributors across India and dispatched more than 2411 MT of HFC gases across the country during the year, as we continue to grow.

Ash and Coal Handling:

Our Refex's heightened business activities led to a significant increase in coal trading volumes during the year. In tandem with coal handling, we offer ash handling and disposal services. We employ advanced technologies for the safe collection, transportation, and disposal of ash. Your Refex source ash from reputable plants all across the country, supplying it to leading cement manufacturers in these states to minimise environmental impact. During the year, we underwent a positive shift by using our own fleet of vehicles for ash transportation from power plants. This strategic move resulted in substantial cost savings and boosted profit margins. Additionally, securing major contracts from Public Sector Undertaking (PSU) for ash disposal and partnering with 15+ more thermal plants expanded our ash handling operations, manifesting in robust revenue growth from ash and coal handling.

Green Mobility:

A significant addition to our portfolio is Refex Green Mobility Limited, a wholly-owned subsidiary of Refex Industries (from 17th April 2023), poised to create substantial value in the years ahead. The company commenced operations in Bengaluru on 31st March 2023 and expanded its operations in Chennai during the fiscal. In the fiscal, the total deployed vehicle count for this business vertical increased from 24 to 475+ cars. With a strong belief in this initiative contributing positively towards the environment, we are enthusiastic about our four-wheeled EV initiative, which not only aligns with our vision but also contributes to reducing carbon emissions, thus safeguarding the environment.

Power Trading:

Power trading business generated substantial revenue growth during the year, for your Refex. We provide a comprehensive array of power trading solutions, serving diverse entities across India. As a major player, we are ranked within the top ten power traders nationally in terms of electricity volume traded through bilateral in March 2023. With a CERC-approved Category-I licence for inter-state power trading, we possess the capability to engage in power trading activities with no upper limit on traded electricity volume.

Overview of the financial performance

During the year, we achieved a robust revenue of over ₹1,388 Cr. and an annual EBITDA amounting to ₹148.75 crore with a margin of 10.85%. These numbers underscore the effectiveness of our diversified business portfolio. PAT reached ₹100.95 Cr., with a PAT margin of 7.27%. These results translated into an earnings per share (EPS) of ₹9.12 for FY24 which demonstrates our strong bottom-line performance and commitment to creating shareholder value.

The financial performance of both our standalone and consolidated operations, amidst adverse market conditions, indicate a solid foundation and a positive trajectory for Refex Industries. We firmly believe that aligning economic prosperity with environmental stewardship creates lasting value. As we continue on this path of sustainable growth, we remain steadfast in our commitment to making a meaningful difference in the fight against climate change and fostering a greener, more sustainable future for generations to come. Our strategic focus on sustainable and diversified business practices, coupled with technological advancements and operational efficiencies, has contributed to these impressive financial outcomes. We remain committed to driving further growth and delivering consistent value.

Advancing Digital Transformation

In today's dynamic business and technological environment, the significance of digital infrastructure has reached unprecedented levels. Acknowledging its crucial role, we have embraced digital transformation to maintain competitiveness and relevance. This transformation is intricately woven into our business strategy, catering to stakeholder demands, enhancing technological capabilities, and embracing innovative operational frameworks. AI (Artificial Intelligence) is revolutionizing business operations across various industries.

In FY 23-24, we made significant progress in digitalizing our refrigerant gas distribution processes, managing the ash handling operations. From building sales funnel to managing operations, we have taken several steps to ensure complete control over the data and we have started to better use this data for our decision making. Refex will continue to invest in digital transformation to streamline processes, automate tasks, and eliminate bottlenecks, leading to increased efficiency and productivity across all levels of the organization.

Business Outlook

We have set ambitious plans to expand our business and drive sustainable growth. Our outlook within the power segment remains strongly positive, driven by a substantial upsurge in both industrial and commercial demand, amplified by the upward trajectory of the Indian economy.

The increased demand for power is intricately linked to heightened requirements for coal within thermal plants. Consequently, we anticipate robust opportunities not only within the power segment and its impact on the coal supply but also on ash handling, as the surge in power demand correlates with the same. Our strategic focus remains on expanding our market presence and diversifying revenue streams. This year, we will be toiling hard to operate across multiple geographies, thereby growing our customer base and capturing a greater market share.

We are progressively establishing refrigerant refilling facilities to generate value for our stakeholders. In this pursuit, we plan to establish refilling centres in both the western and eastern regions of India.

Our ash business is expected to become more concentrated and we will pursue to secure orders in the coming years as well. During the past year, we successfully established a substantial customer base, including renowned thermal plants showcasing our capabilities. This achievement has paved the way for ongoing discussions with customers to expand our scope of work. Notably, a growing number of thermal plants seek comprehensive end-to-end service providers, actively seeking our expertise. In

addition to Chhattisgarh, we intend to extend the ash distribution network to encompass Karnataka, TamilNadu, Telangana, Andhra Pradesh, West Bengal, Jharkhand, Bihar, Madhya Pradesh, Uttar Pradesh, Odisha, and Gujarat. We are actively targeting tenders from PSUs to expand our ash disposal operations. Notably, some of the projects on road construction and highway expansion could offer abundant opportunities to enhance ash disposal services across the nation and that too for the cause of nation's infrastructure building. We are quite confident about refining our processes and leveraging our expertise to drive positive outcomes for this business vertical. As we move forward, we will continually evaluate market opportunities, invest in innovation, and enhance operational efficiency. Through these endeavours, we aim to optimise our performance and capitalise on growth opportunities spanning various sectors and markets.

Focus on sustainable practices

It is noteworthy to emphasize that our growth objectives underscore our unwavering dedication to sustainable and responsible business practices. As I have always mentioned in several platforms, Refex prioritizes a harmonious balance between growth and profitability, ensuring sustainable value creation for all stakeholders. We believe our commitment to achieving ESG compliance is essential for driving our business's success. With this commitment in mind, we are resolute in taking every necessary step toward ESG compliance.

Conclusion

I sincerely thank every stakeholder for their unwavering support and guidance. My deepest appreciation also goes to our dedicated employees, whose tireless efforts have driven us forward. As we look to an exciting future, we count on your continued support to create value and build a robust future for Refex together.

Warm Regards,

Anil Jain

Chairman cum Managing Director

“

I firmly believe that the integration of ESG practices into our business operations will yield numerous benefits. By adopting these practices, we expect to enhance our operational efficiencies, attract top talent, and further strengthen our brand's reputation. Furthermore, our commitment to ESG will enable us to deliver increased value to our stakeholders by advancing the triple bottom line of people, planet, and profit. **We are confident that this holistic approach will contribute to our continued success and also positively impact our broader community**

- Anil Jain

Key Financial Highlights FY 2023-24

Key Figures

Revenue from operations	Net Profit	EBITDA
1,37,055.78	10,094.72	14,875.88
Net Fixed Assets	Profit Before Tax	Cash Profit**
8,811.82	13,170.46	10,974.96
EBITDA Margins (%)	PAT Margins (%)	D/E Ratio(In times)
10.85	7.36	0.34
DPS (Face Value @₹ 2) (In ₹) 9.08	EPS (Face Value @₹ 2) (In ₹) 9.12	

Balance Sheet Summary

Non-Current Assets	Current Assets
25,086.72	49,740.98
Total Assets	Shareholder's Funds
74,827.71	47,265.55
Non-Current Liabilities	Current Liabilities
10,230.27	17,331.88
Total Equity and Liabilities	
74,827.71	

** Cash Profit = PAT + Depreciation



Empowering Digital Transformation: The Role of Digital Infrastructure

In the evolving landscape of business and technology, the role of digital infrastructure has never been more critical. Recognizing its pivotal importance, we have embraced digital transformation to stay competitive and relevant. This transformation aligns with our business strategy by addressing stakeholder needs, rethinking technology skills, and adopting new operational models.

Digital transformation is crucial for businesses to stay relevant and competitive in today's rapidly evolving landscape. By digitizing processes and workflows, we have attempted to streamline operations, automate repetitive tasks, and improve overall efficiency. Refex believes that embracing digital transformation fosters a culture of innovation within organizations. It allows businesses to quickly adapt to changing market trends, customer demands, and technological advancements, ensuring agility and responsiveness.



Embracing New Skills and Tools

Digital business relies heavily on modern infrastructure, including computing, storage, networks, and software, to gain competitive advantages. This infrastructure extends to automation, AI/ML, analytics, security software, and cloud services. In today's fast-paced environment, adopting new technologies is essential for us in driving digital business success and achieving desired outcomes. Access to data, integration, AI/ML, analytics, and automation empowers data-driven decision-making, enhances our operational effectiveness, and supports agile business processes.

Rapid access to accurate and timely data is fundamental for digital business agility. By collecting data from systems across the infrastructure, we gain essential insights into the use and performance of our digital operating environment. Coupled with AI/ML techniques, this data can be transformed into actionable insights via dashboards, enabling informed business decision-making and skills enablement. These automated processes, along with AI and ML, provide faster insights and drive our business forward.



Refrigerant Gas



Implementation of Digital Transformation across Business Segments

Cylinder Tracking and Inventory Management System

In FY 23-24, we made significant progress in digitalizing our refrigerant gas distribution processes by implementing a Cylinder Tracking and Inventory Management System. This initiative has transformed our inventory management, enhancing visibility, efficiency, and operational control.

The system enables real-time monitoring of cylinder usage. We can now capture data on refills, transfers, and returns efficiently. This real-time data helps in maintaining optimal inventory levels and ensures timely replenishment, preventing shortages.

With a streamlined process, employees spend significantly less time on administrative tasks such as manual tracking and data entry. This has allowed our staff to focus on more productive activities, ultimately enhancing overall productivity. The system's ability to streamline processes, improve efficiency, and provide real-time insights has a profound impact on our operations.

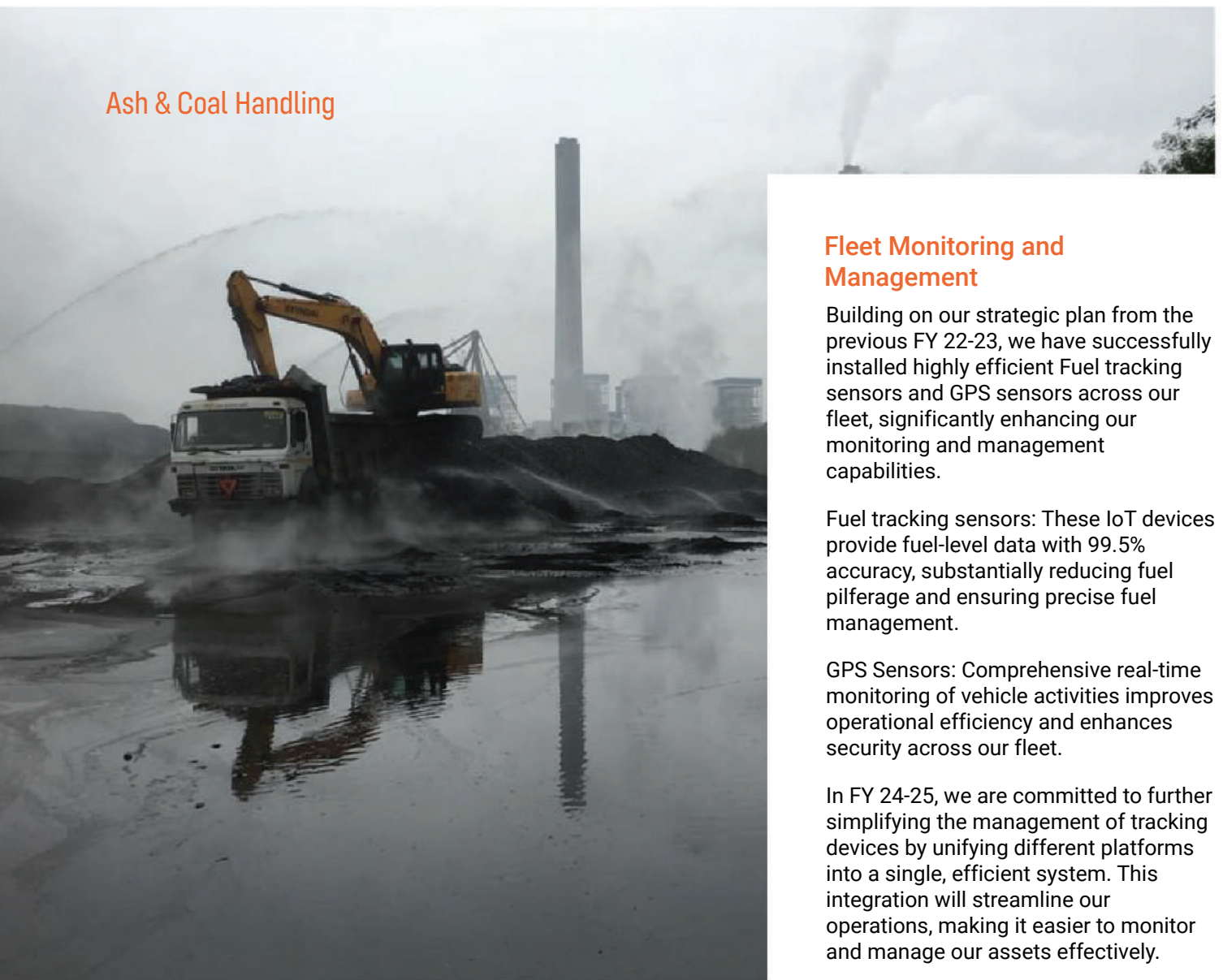
Dashboard on Overall Sales Performance

Our automated dashboard provides real-time visualization of key sales metrics, including total sales, sales growth, regional performance, and product-specific sales. This feature empowers management with data to make informed decisions. The visibility of KPIs and customizable views ensure that all levels of the sales team are aligned with overall business goals, driving collective efforts towards achieving targets and improving sales performance.

Location Tracking

The solution is designed to enhance operational efficiency and significantly boost productivity within our sales teams. With this app, sales personnel can effortlessly log their check-in and check-out times at client locations, providing precise records of visit durations and interactions. This functionality not only aids in accurate performance assessment but also facilitates more effective planning and strategy development.

Ash & Coal Handling



Fleet Monitoring and Management

Building on our strategic plan from the previous FY 22-23, we have successfully installed highly efficient Fuel tracking sensors and GPS sensors across our fleet, significantly enhancing our monitoring and management capabilities.

Fuel tracking sensors: These IoT devices provide fuel-level data with 99.5% accuracy, substantially reducing fuel pilferage and ensuring precise fuel management.

GPS Sensors: Comprehensive real-time monitoring of vehicle activities improves operational efficiency and enhances security across our fleet.

In FY 24-25, we are committed to further simplifying the management of tracking devices by unifying different platforms into a single, efficient system. This integration will streamline our operations, making it easier to monitor and manage our assets effectively.

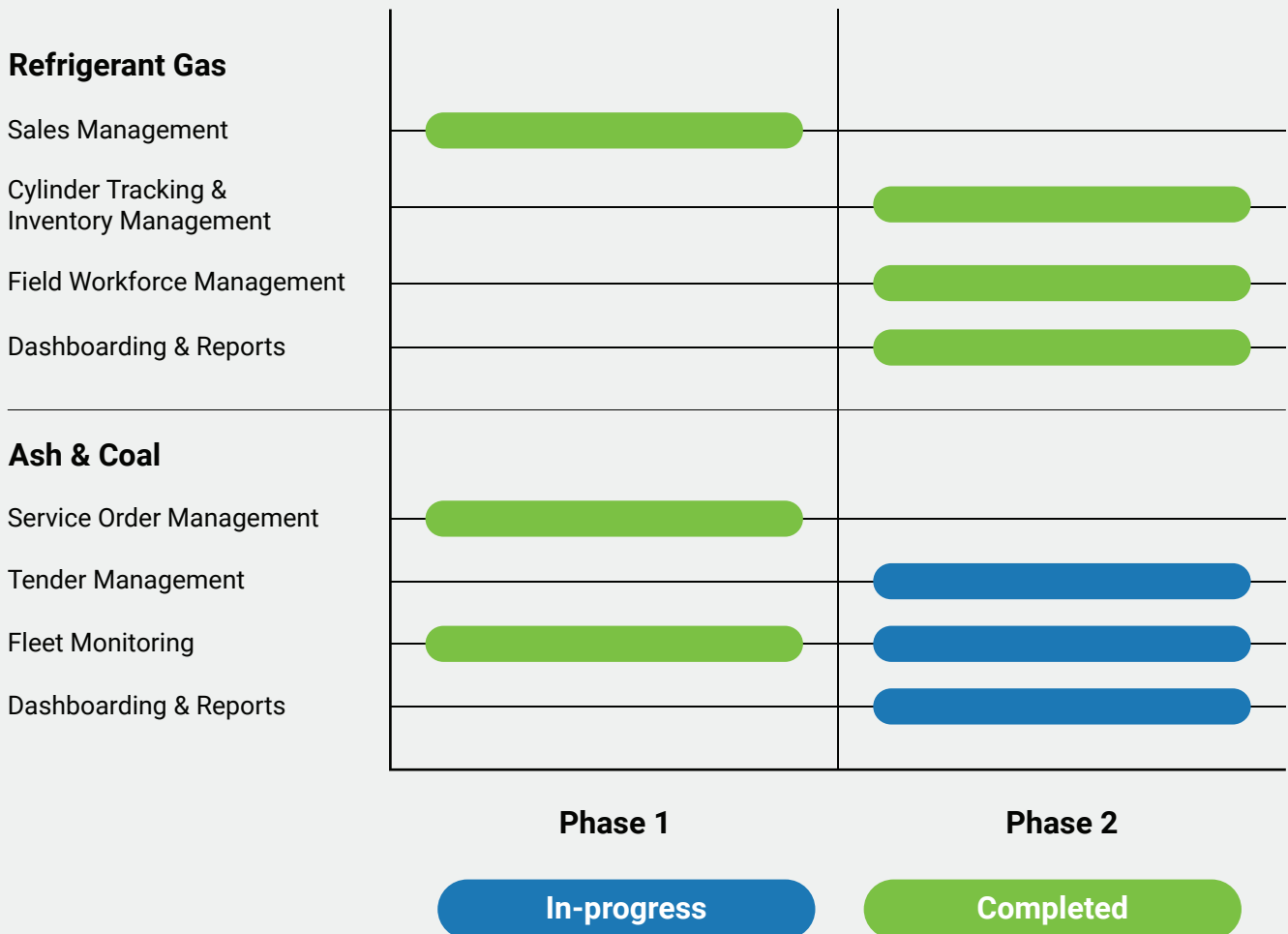
Automation of Reports

We automated our work allocation reporting and dashboard visualization, providing the team with enhanced visibility into project pipeline issued to various vendors. The real-time dashboard allows the team to track upcoming expirations, ensuring timely actions and proactive management.

During FY 24-25, we plan to automate various Management Information system (MIS) reports that are currently generated manually. This initiative will digitalize trip details, and site expenses, and develop comprehensive reports. These automated reports will offer valuable insights into project performance and budgeted costs, further enhancing our operational efficiency and decision-making capabilities.

Work Allocation Digitization

FY 23-24 witnessed significant leaps in our digitalization efforts as we have successfully implemented our in-house platform, AshOps to manage and streamline work allocation issued to vendors. This digitalization effort has had several positive impacts. Firstly, it significantly reduced paper usage, aligning with our environmental, social, and governance (ESG) compliance goals. Secondly, it simplified record-keeping by providing an organized and accessible system for managing work. As part of our ongoing digitalization efforts, we are now developing a platform to manage the entire tender process. This new system will enhance operational efficiency and track Business development personnel key performance indicators (KPIs). We plan to launch this platform during the fiscal year 2024-2025.



Moving and shape-shifting as it flows, embracing and adapting to the ever-evolving landscape of changing currents to make things flourish for the future and the present with its limitless capacity...

Water, a naturally occurring and abundant substance that exists in solid, liquid, and gas forms on the planet, has attracted the attention of artists, engineers, poets, writers, philosophers, environmentalists, scientists, and politicians. Every aspect of life involves water as food, as a medium in which to live, or as the essential ingredient of life. Water possesses a range of distinctive characteristics that contribute to its essential role in supporting life and shaping the environment as it covers 71% of the earth's surface and 60% of the human body. Water is assimilated, absorbed, transported, and utilized by cells as much as it contributes to economic growth.

Water is a critical resource for businesses across various sectors. Any business must be adaptable and flexible to changes in the market, technology, and customer preferences, as water takes shape. Its importance extends beyond basic consumption, playing a key role in production processes, operational efficiency, and overall sustainability. This is why effective water management is essential for business success, economic efficiency, and environmental stewardship.



Quick facts

India's coastline - 7,516.6 kilometres and 14 major rivers
The most important and sacred river - The Ganges (Ganga)

Embracing a Sustainable Business Model

As a conscientious corporate entity, we prioritize reducing our environmental impact and advancing sustainable practices. By embedding Environment, Social, and Governance (ESG) principles into our business practices, we proactively seek opportunities to improve efficiency, mitigate risks, foster innovation, and deliver lasting value to our stakeholders.

Environmental Social and Governance

ESG parameters are critical considerations for us, influencing the way we conduct ourselves and do business. Recognizing the global challenges, including climate change, resource depletion, ecosystem degradation, water stewardship, and inequality, among others, driven by our aim to create a sustainable and inclusive future, we foster diversity and inclusion, ethical behaviour and embrace sustainable business practices across all aspects of the organisation. Committed to People, Planet, and Profit, we are aligned with the United Nations Sustainable Development Goals (SDGs). The SDGs provide us with a robust framework to address pressing environmental and social challenges and take concrete actions to mitigate them, while paving our way towards carbon neutrality.

We are proud to be a member of the UN Global Compact. Being part of this global initiative demonstrates our dedication to upholding the ten principles of sustainability and social responsibility, covering areas such as human rights, labour standards, environmental protection, and anti-corruption. In the previous financial year (FY2022-23), we have completed the policy sign-off, procedure, and process settings for all our ESG parameters that align with our broader vision on sustainability. We are committed to be carbon neutral by on or before 2040 and water positive on or before 2035.

To effectively assess, monitor and record our ESG performance, we have deployed a comprehensive group-wide digital data collection and analysis process through an award winning cloud based data management platform. It allows us to gather relevant ESG data across various business units and operations to measure the performance of our sustainability initiatives, analyse the performance on a year-on-year basis, and develop a clear understanding of the outcomes.

Environment

Committed to Environmental Protection

Our resolute dedication to environmental protection drives us to actively pursue advancements in energy efficiency, improve water and waste management, ensure ecosystem restoration and biodiversity conservation and optimise resource allocation, thereby diminishing our carbon emissions and enhancing our positive environmental footprint. By consciously embracing and integrating eco-friendly technologies across our operations, we embed greater sustainability into our businesses and create a better planet for future generations. RIL is certified with the Environmental Management System (EMS) conforming to ISO 14001:2015.

Energy Transition

As a part of our commitment to clean energy transition, we are becoming increasingly reliant on renewable energy sources for conducting our business operations. In the previous financial year (FY2022-23), we commissioned 50.76 KWp rooftop solar power plant at our Refrigerant gas factory. The plant uses 'Solex' make 545 WP, Mono PERC PV solar modules, and 'Growatt' make solar inverters. The solar power plant will be generating 92,637 units per year offsetting 65 MT of CO₂ and is a significant step towards our Net Zero Goal through this energy transition program. The plant is now operational 100 % on renewable solar energy. Going forward, the plant is going to be a net exporter of solar energy in FY2024-25 which will be a significant milestone in our sustainability journey.



Total Electricity
Consumption

1310 GJ

Total Renewable
Energy Consumption

11.92 GJ

Scope 1 emissions

2880 tCO₂e

Scope 2 emissions

287.49 tCO₂e

Waste recycled

11.98 MT

Waste Management & Material Circularity

Coal ash generated by thermal power plants bears serious risks of environmental hazards. We have developed an unmatched capability in mitigating this through our eco-friendly, innovative and collaborative management practices in disposing, recycling and repurposing fly ash and bottom ash in a safe and sustainable manner contributes significantly to environmental protection.

Having established a comprehensive business network, comprising manufacturers, contractors, and abandoned mine owners, we maximise waste recycling in an eco-friendly manner as well as provide regular training on waste management awareness to relevant stakeholders. Moreover, waste management performance data is regularly collected and monitored, and data assurance is carried out by third-party external agencies to monitor the impact of our initiatives and drive continuous improvements. We have established a dedicated procedure for comprehensive waste management, recognising its crucial role in minimising the environmental impact of waste generated by our organization. This procedure encompasses various stages, including waste identification, segregation, collection, recycling, and final disposal.

By diligently following this procedure, Refex effectively manages waste generated by its own operation as well as providing service to thermal power plants in managing their industrial waste (fly ash and bottom ash) and optimises recycling efforts, resulting in a significant reduction in the amount of waste sent for disposal to landfills. Refex recycled approximately 50 Lakhs MT this financial year.



Ecosystem Restoration & Plantation Drive



Ecosystem restoration and biodiversity conservation constitute key focus areas for our ESG endeavours, encouraging us to actively engage in plantation drives, revival of barren lands, and implementation of sustainable agro-farming practices. One of our such flagship programmes is “Trees for Life” which started in FY 2022-23 where we have pledged to plant and nurture 1,00,000 saplings over the next few years. In the financial year 2023-24 period, we planted 5000 trees and created a Miyawaki Forest in Central School, Avadi.



Water Stewardship



Total Water Withdrawal
14200 KL

Total Water Consumption
13620 KL

We are dedicated to water stewardship and have undertaken comprehensive measures to ensure its effective implementation. Rainwater harvesting and ground recharge wells have therefore been made mandatory at all operational sites. We have also introduced our water stewardship initiative “Nirmal Jal” in this financial year (FY2023-24) to restore water bodies to enhance rainwater harvesting and ground recharge of aquifers. In this financial year, we have successfully restored 22,000 sq. ft. of ancient Vannan Pond located in the foothills of Ward 29 under Kunradthur Municipality, Kanchipuram District. Before this restoration work, this pond was filled with silt and sewage creating an odor and pest nuisance in that locality, and had lost its aesthetic value completely.

By reducing freshwater demand, offsetting our water demand through waterbodies restoration & rainwater harvesting, and with the judicious use of water resources, we aim to achieve water positivity by 2035.



35th Road Safety Month Celebration



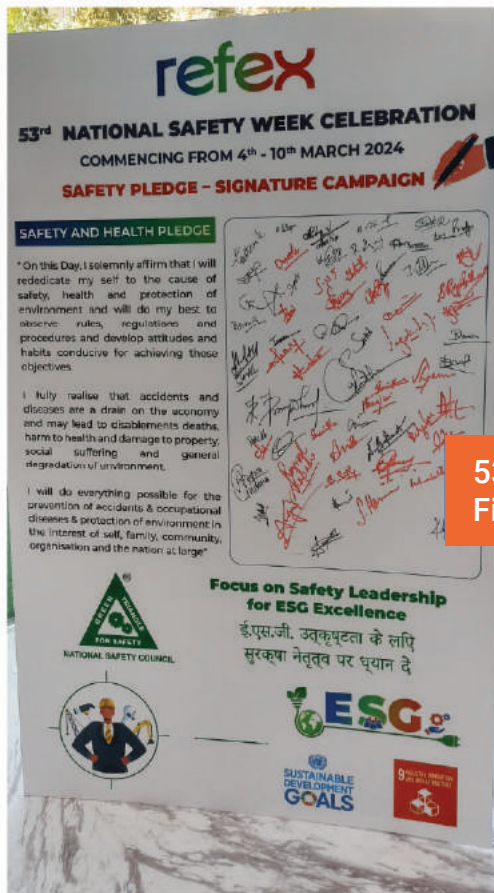
Training and Awareness Campaigns

From time to time, we participate, collaborate, and initiate various safety awareness programmes to create awareness among employees, workers external stakeholders (general public) on the importance of Health and Safety. Monthly EHS Safety Committee meetings are conducted in all the operations sites with representation from all sections of the workforce including but are not limited to management personnel and workers. All stakeholders are consulted for continuous improvement of safety culture and all the proceedings are communicated.



Road Safety Awareness Poster Competition in Ramakrishna School





53rd National Safety Week Celebration
Fire Safety Training



World Environment Day 2023

Reflex Industries Limited launched a Road Safety campaign during the National Road Safety Month in January 2024 in collaboration with Chennai Traffic Police, Local Schools and general public. This initiative aimed to raise awareness about road safety and promote responsible driving practices.





Social

Human Resource



Foraging an Inclusive Workplace

Being a people-first company, we foster an environment at work that is transparent and welcoming, allowing our staff members in all roles and across a wide range of business activities to grow both personally and professionally. By making regular investments in workforce diversity, capacity-building projects, and employee development programs, we can consistently encourage higher employee engagement and superior performance across the board for the organization.

Through fostering an atmosphere that encourages employee goals, recognizes skill, offers individualized training and development, and provides sufficient opportunities for career advancement, we enable our people to realize their full potential both while they work for us and after. As demonstrated by our employee-focused policies and initiatives, we work to create an exceptional workplace where staff members can work together, develop, flourish, and achieve success. In addition to providing benefits to the workforce, these policies and programs boost productivity and performance, enhancing the organization's entire skill set and competitiveness.



Health and Safety



No. of H&S Trainings	Total H&S Training Manhours
136	7674
Accident Frequency Rate	
0.76 % AFR	

At Reflex, the health and safety of our employees and workers is a top priority, which is why we have implemented Mission Zero Harm to property, people and the environment. To achieve this, we have successfully implemented the occupational health and safety management system (OHSMS) and are certified to ISO 4500:2015. This comprehensive approach to occupational health and safety management enables us to proactively identify and address potential hazards, ensuring the prevention of incidents/accidents and the promotion of a safety-oriented culture. Through meticulous risk assessments, thorough employee training, and a commitment to continuous improvement, we strive to create a work environment that is safe and conducive to the well-being of our employees, workers, and value chain partners. We conduct regular training and mock drills for our employees, workers, and value chain partners to ensure they are well-prepared and equipped to handle potential emergencies. We have been maintaining a zero-fatality record since the inception of our business and we have outstanding Health & Safety performance records so far.



- 6** Mock/Emergency Drills Conducted
- 0** Fatality
- 7** First Aid Cases Recorded
- 1** No. of Reportable Loss Time Injury



Employee Benefit Programmes



Employee Stock Option Plan (ESOP)

The company offers Refexians who meet the eligibility requirements the chance to take part in the Employee Stock Option Plan (ESOP). The program has been thoughtfully created to reward staff members according to their performance and act as a retention methodology. It uses methods and procedures that are equitable and transparent, and it has helped several team members this year. Our decision to extend this unique opportunity to all employees, across all ranks and designations, is worthy of notice. The approach showcases our commitment to inclusive development and values the contribution made by every individual within the organisation.

As the brain-child of our Managing Director, it ensures to recognize each employee's commitment and hard work regardless of title. It encapsulates all employees, including drivers and general managers, in contrast to many other organizations that limit ESOPs to particular levels and above. The strategy highlights our dedication to inclusive development and recognizes the significance of each person's contribution inside the company.

Life Insurance

A company-sponsored life insurance plan is introduced to all employees to provide security and peace of mind by ensuring that a Refexian's family receive financial support in any unfortunate event. The policy is applicable to all employees from the day they start at the company. We have upped the process by contribution from both the Company and employee. The financial benefits for an employee are huge in this exclusive scheme.

Personal Accident Insurance:

We have ensured all our employees are covered under Personal Accident Insurance in case of any unforeseen situations or accidents leading to any permanent, total, or partial disabilities or in the event of loss of life.

Workmen's Compensation:

Under this policy the company has covered 206 workers across the group (which includes 183 workers under RIL) for unforeseen events, however utmost safety measures are already accommodated within the usage of PPEs to ensure a safe work environment (accident/incident free).



Mental Wellness

Refex is always mindful of the growing need for holistic well-being of individuals even outside of work and this includes providing mental health support at workplace. Understanding this, we undertake proactive initiatives to ensure the mental well-being of our employees by having proper channels to access free mental health support and counselling by a mental health expert, in collaboration with the 'Vamika' group. Additionally, there are monthly webinars on specific mental health topics to reiterate the necessity of mental health and eliminate the stigma associated with seeking help. With an average attendance of 100 employees, these sessions have been well-received. We also made these sessions accessible to general public by broadcasting it live on YouTube. Our constant endeavour is to create an environment where Refexians feel safe and comfortable in seeking mental health support and forming communities with colleagues for better mental health.

We have now established a dedicated resting room for women employees to relax and rejuvenate, in times of need.

Indoor Gym and Pool Table

To foster a positive work environment, a fully-equipped indoor gymnasium has been built in our new office. It is made available for all employees, irrespective of gender. This is to encourage employees to be physically active and take care of their physical well-being with absolutely no-cost.

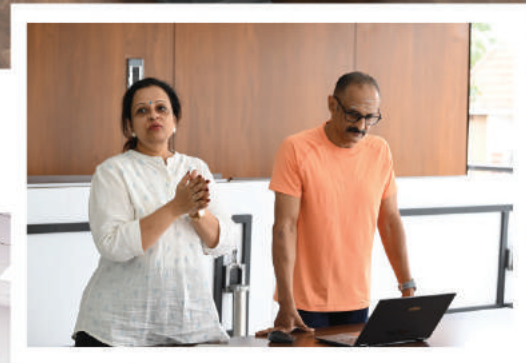
A Pool Table is installed and made accessible for all employees to build team spirit across various teams and to unwind at the workplace. This motivates Refexians to have increased morale, more social interaction, improved concentration, enhanced hand-eye coordination, develop strategic thinking, and better work-life balance.

Health Camp

For the holistic well-being of employees, numerous health camps are carried out across all our work locations. Extensive blood work up and calcium screening were conducted to monitor employees' physical health. Monthly webinars by expert physicians took place to keep the employees informed and educated.

International Men's Day Celebration

A physical wellness session was conducted for all the male employees of Refexians to encourage and educate healthy lifestyle choices and regular physical activity by one of the members from the leadership team. The session motivated the employees to engage in group fitness activities to build camaraderie.





Celebrations at Refex



New Office Inauguration

We have inaugurated our new state-of-the-art and swanky office to accommodate all our growing and glowing endeavors. The new three-storey building is filled with open work spaces and natural light to enhance collaboration between employees. It includes lounges, cafeteria, and recreation rooms equipped with games and relaxation tools to promote employee health and comfort.

Refex also inaugurated an 11-storey building in the heart of city. This is our registered office for all communications.

21st Anniversary Celebrations

Refex celebrated its 21st anniversary with a list of philanthropic activities with the children of Swabodini, a school for children with special needs. Refex sponsored the installation of high-functioning security cameras in their school campus, which was their long pending necessity, as it is crucial to keep an eye on the children at all times.

Blood Donation Camp

In addition to celebrate our company's anniversary, this day also saw the successful collection of 40 units of blood through a blood donation camp. This deed of generosity increased the significance of the event and promoted a feeling of giving back to the community.

Educational Aid for Students

Refex has decided to aid some of the under-privileged students from the Ramakrishna Mission High School, Chennai. The school fees of 5 students are our responsibility till they finish their school education. A rolling trophy will be presented to the school topper, every year to boost students with positive reinforcement and to instill healthy competition.

Badminton Tournament

A cross-functional badminton tournament was organized for Refexians and we had more than 20 participants. The tournament helped tremendously in building team dynamics and improved communication skills with a touch of healthy competition.

Marathon Participations

More than 40 enthusiastic Refexians actively participated in two Marathons, Freshworks Marathon and the Ahimsa run, including many who were running for the first time. Their dedication, enthusiasm, and perseverance were a sight to behold, as they pushed themselves to cross the finish line within impressive timelines.



Partnering With Ajinkya Rahane

Refex has partnered with India's leading cricketer, Ajinkya Rahane. We organized a 'Meet & Greet' at office where enthusiastic employees who are obviously cricket fans had an opportunity to meet Ajinkya, take pictures etc.





Empowering our Communities (CSR)



Creating significant social value and making a positive impact in our communities is integral to our business ethos. Our Corporate Social Responsibility (CSR) initiatives are meticulously executed with transparency and accountability, underscoring our dedication to ethical business conduct. Through impactful initiatives in education, healthcare, and community development, we strive to foster equal opportunities and enhance the well-being of underprivileged individuals.

Ecosystem Restoration

We have pledged to plant and nurture 1,00,000 trees over the next few years under our flagship programme "Trees for life". This year we collaborated with GCC, Damooga Foundation, UNGC NI, and Kendriya Vidyalaya Avadi School and have planted 5000 plants and nurtured them in FY2023-24.

Water Stewardship

It is our mission to conserve water and we have initiated our CSR program called "Nirmal Jal", where we will be restoring water bodies in and around our operation to enhance rainwater harvesting and ground recharge. Provide a write-up on the kundrathur pond restoration work with good photos before and after the work.

Child Education and Skill Training

On the occasion of our Company anniversary, we have committed to the education sponsorship of 5 students from Ramakrishna School. These children are mostly raised by a single parent and are from lower economic background. Refex will be funding their complete school studies till class 12.

Other initiatives

Refex donated CCTV equipment to Swabodhini in September. Our employees visited the center and spent time with the children and also celebrated our Company anniversary with them.

Community outreach programme

Celebrated 'Joy of Giving' month (Christmas) and distributed groceries, clothes, toys, and stationeries to an orphanage called 'Goodwill' in Chennai. Our employees visited the orphanage and spent time with the children.

Women Empowerment

Vamika: Exclusive Forum for Women

Fostering a diverse and inclusive culture is a core belief at Refex Industries Limited. Currently, approximately 14% of our workforce constitute women. Recognising the importance of women in building a stronger organisation, significant emphasis is placed on empowering them at all levels and providing a comprehensive support to enable their growth and well-being.

Vamika, a special internal networking forum, has been specifically established as a women-centric platform to offer holistic support to our women employees. The forum convenes monthly meetings, where diverse topics related to self-help, career advancement, and holistic wellness are discussed. Such gatherings provide a safe and supportive space for women to exchange ideas, seek advice, and foster personal and professional growth. Comprehensive support for physical and mental well-being is also provided under Vamika on a continual basis. This includes special focus on breaking the stigma attached to mental health issues through monthly mental wellness webinars and awareness sessions.

An initiative to develop and nurture public speaking abilities amongst women, was successfully launched. It intends to improve confidence and encourage women to increasingly participate in the public speaking events. Every month, the volunteers are encouraged to shed their apprehensions by addressing the audience at Vamika forum.

A furnished and well-equipped space for a resting room was launched to women. A well-structured, financial investment planning sessions were conducted by an expert to encourage our women employees to make prudent financial decisions. A one-on-one mentorship programme is in the pipeline for the upcoming fiscal.



International Women's Day Celebration

The International Women's Day was celebrated with a special celebration from all our women employees. Almost all women exhibited their special talents like dancing and singing. It was a day for everyone to network with a heap of fun-filled, entertainment activities.

An art-based, interactive theater workshop by an organization called 'Training Sideways' for all employees was organized to demonstrated the importance of having a diverse workplace and the ability to work inclusively. A special lunch from 'SpiceKlub', a fine-dining restaurant, was also arranged for the female employees. The activities created a great experience and enabled networking with women from different departments and backgrounds, reinforcing our commitment to empower women and create an inclusive environment.



Governance

Powered by Robust Governance Framework

Sound corporate governance practices, by providing a framework for effective decision-making and responsible management, are crucial for ethical business conduct and sustainable value creation. Aligned with this, we uphold the highest governance standards, fostering a culture of responsibility, fairness and transparency, while prioritising the interest of our stakeholders.

Board Composition

As on March 31, 2024, half of the Board comprised of Independent Directors. Of the total 06 Directors, 03 are Independent Directors, 02 are Non-Executive Directors and 01 is Promoter who is a Chairman-cum-Managing Director.

Code of Conduct

The Code of Conduct is an internal guideline for the Board, management team, and all employees, designed to showcase our commitment to comply with the applicable laws and regulations. A well-structured internal control system and strong governance processes guarantee that the Code is followed at all levels of the organisation. The Code also encourages ethical corporate behaviour, while outlining our anti-corruption and anti-bribery strategy. It also comprises a comprehensive vigil mechanism and whistleblower policy as well as specifies the procedures for resolving complaints and undertaking disciplinary action in case of violation.

Board of Directors

The Board holds responsibility for the Company's performance, taking into consideration the potential negative and positive impacts of our actions and outputs on the economy, society, and the environment in which we operate. The Board holds the ultimate authority for making decisions that significantly impact the Company's strategy, finances, and reputation. It also assumes responsibility for selecting the strategic direction and maintaining prudent oversight over all aspects of our operations. The Board also reviews the strategies, policies, and budgets related to different risks, as and when required.

Our Board of Directors comprise six Directors with dynamic experience and requisite skills, expertise and competencies in diverse business areas.

To facilitate effective decision-making, the Board is supported by four committees. Each committee has its own clearly defined terms of reference and operates under well-established charters. These committees enhance the Board's governance processes, ensuring that specific matters that come under their purview are adequately addressed and deliberated upon.

Board of Directors



Mr. Anil Jain

Chairman and Managing Director

Anil Jain is the Managing Director of Refex Group. Innately enterprising and venturesome since childhood, business came naturally to Anil. At the tender age of 17, Anil started to spend time in his family's stainless steel trading business. His passion for identifying opportunities led him to the realm of refrigerant gas, during a meeting with a large air conditioning manufacturer. In 2002, he laid the foundation stone to set up his first refrigerant gas refilling plant under the name of Refex Refrigerants Limited (now Refex Industries Limited). Since then, there has been no looking back! Anil slowly and steadily expanded his business horizon, and Refex ventured into various business domains such as Renewable Energy, Ash & Coal, Pharma, Venture Capital, Airport Transportation, Medical Technology, Green Mobility, and Power Trading.

Throughout his journey, Anil has been a mentor to many entrepreneurs. He wanted to be able to mentor more start-ups and give them the resources and platform they needed to succeed. He has successfully created many such entrepreneurs.

Anil is strongly committed to sustainability and ensures Refex's business model reflects the same ethos. For all this and much more, Anil has won several industry accolades such as 'Trailblazer of Tamil Nadu', 'Young Entrepreneur' by the Times Group, Stevie Award from the UK, Dun & Bradstreet Top 100 SMEs award etc. Refex Group under his leadership has been certified as a 'Great Place to Work' by GPTW for 2 years in a row.



Mr. Dinesh Kumar Agarwal

Non-Executive Director

Mr. Dinesh Kumar Agarwal possesses refined entrepreneurial skills across diverse business domains, contributing to consistent success in all his business endeavours. Since 2014, his expertise, combined with his passion and zeal to grow the Company's business, has accelerated our growth trajectory. Mr. Dinesh's acumen in numbers has facilitated the growth of several businesses while his expertise in Corporate Finance, spanning Audit, Financial Accounting and Planning, Tax and Fundraising has helped raise over ₹ 5,000 Crores for his clients. He has worked with reputed organisations like Aircel and Brisk and holds diverse experience in Solar EPC segments and Utility-scale projects. He has also served as a consultant for start-ups, SMEs, established Corporate Houses, and International NGOs and has won several industry recognitions for his contribution to management stream and related areas.



Ms. Susmitha Siripurapu

Non-Executive Director

Ms. Susmitha Siripurapu is an accomplished Strategy and Programme Management professional. She holds a Bachelor's in Engineering degree from Osmania University and Master's in Business Administration from HEC Paris and Duke University. She has a diverse experience of working as a consultant with the BIG 4's and enabling large multinationals to digitalise and optimise their projects. Over the years, she has assumed various strategic roles, built strong leadership networks, collaborated across countries, and enabled high-performance operating models/teams across diversified industries. She is also adept at leveraging analytics for decision-making, formulating strategies for growth, improving efficiency in operations, and developing advanced reporting structures.



Mr. Ramesh Dugar

Independent Director

Mr. Ramesh Dugar, Director of Dugar Group of Companies, is a leading industrialist with vast experience in diverse fields such as Finance, Investments, and Real Estate. He plays a pivotal role in streamlining risk management and corporate governance for the Company. An enthusiastic and passionate leader who believes in contributing to society, he is a trustee for several charitable trusts. He also holds the prestigious positions of Chairman - All India Manufacturers Organisation and Vice Chairman - Hindustan Chamber of Commerce. Mr. Ramesh is a graduate in Commerce and holds a diploma in Marketing Management (LIBA) from Loyola.



Mr. Sivaramakrishnan Vasudevan

Independent Director

Mr. Sivaramakrishnan Vasudevan is a highly experienced finance professional. For the past 40 years, he has worked in the field of Corporate Law, Finance and allied subjects. He has wide exposure in diverse industries including plantation, textiles, mining, hospitality and banking and specialises in Appraisal, Valuation, and FEMA related matters. Over the years, he has handled corporate accounts and matters related to Audit and Tax, appeared before Tribunals, and participated in Board/Committee Meetings, with special reference to Nominee Directors from Financial Institutions/BIFR. He is an expert in vetting legal documents. Presently, he serves as a Consultant/ Advisor to a Group of companies in Chennai. He is a commerce graduate and holds Fellow Membership of the Institute of Company Secretaries of India.



Ms. Latha Venkatesh

Independent Director

Ms. Latha Venkatesh is a qualified Cost and Management Accountant (CMA). She is a senior Auditor with eleven years of experience in practice. Having worked with clients in multiple industries, she has good knowledge and vast experience in cost audit, internal audits, processes and standards that significantly improve the opinion on company records, banking practices and management & taxation, technology driven performances. She has engaged with multiple business sectors like Engineering & Manufacturing, Construction & Civil Engineering and Banking.

Awards & Accolades



Best Organizations for Women 2024 by Times Group



Most Diversified Sustainable Company (India) by Business Concept

Asia Integrated Reporting Awards 2023



Our first-ever Sustainability Report has been awarded the Bronze prize as 'Asia's Best Integrated Report' (First time) by AIRA

Leading business magazine TradeFlock™ recognised our CHRO



Purvesh Kapadia



Reflex In the Media

General

Reflex Group Celebrates 'Road Safety Week'

By deccanwebtv Jan 12, 2024



Udhayanidhi Stalin launches project to plant one lakh saplings in TN



The initiative was rolled out by planting 2,000 trees with the partnership of the Greater Chennai Corporation.



Reflex Group has tied up with the Tamil Nadu government to launch a project to plant one lakh trees across the state by planting more than one lakh trees over the next few years under the project Trees for Life.

On the occasion of World Environment Day, the initiative was rolled out by planting 2,000 trees with the partnership of the Greater Chennai Corporation.

Reflex Group ropes in Ramakrishna School students to celebrate 'Road Safety Week' in Chennai

By Navjeevan 6 months ago In Breaking News, Business, Chennai, CSR, National, Students, Current Youth Reading Time: 3 mins read



NE EDUCATION BUREAU
CHENNAI, JAN 12

D Reflex Group celebrated the 'Road Safety Drive' stressing the need to follow all traffic rules and drive safely. While the nation is celebrating 'Road Safety Month' in January,

BS Home Latest E-Paper Markets Politics Opinion India News Portfolio T20 World

Reflex Group commits to plant 100,000 trees across TN in next few years

Nearly 2,000 tree saplings were planted as part of launching the initiative in the city today, a company statement said



Representative Image

Press Trust of India | Chennai

Diversified business conglomerate Reflex Group, which is engaged in refrigerant gases, ash, and coal handling, has pledged to plant one lakh trees across Tamil Nadu over the next few years under its "Trees for Life" initiative, the company said on Monday.

Commemorating "World Environment Day" being observed on June 5 every year, the group has committed towards planting 10,000 trees this year, in partnership with the Government of Tamil Nadu and the Greater Chennai Corporation.

Corporate Information

Board of Directors & KMPs

Mr. Anil Jain
Chairman & Managing Director

Mr. Dinesh Kumar Agarwal
Whole-time Director &
Chief Financial Officer
(w.e.f. June 01, 2024)

Ms. Susmitha Siripurapu
Non-Executive Director

Mr. Ramesh Dugar
Independent Director

Mr. Sivaramakrishnan Vasudevan
Independent Director

Ms. Latha Venkatesh
Independent Director

Mr. Ankit Poddar
Company Secretary &
Compliance Officer
(w.e.f. June 01, 2024)

Registered Office

2nd Floor, No. 313,
Refex Towers, Sterling Road,
Valluvar Kottam High Road,
Nungambakkam,
Chennai – 600 034

Bankers

HDFC Bank
RA Puram Branch
Chennai - 600 028

ICICI Bank
No. 40, Bazullah Road,
T. Nagar, Chennai - 600 017

HDFC Bank
R K Salai Branch,
Chennai – 600 004

IndusInd Bank
Upper Wood Street,
Kolkata,
West Bengal - 700 017

Registrar and Share Transfer Agent:

CAMEO CORPORATE SERVICES LIMITED
Subramanian Building,
No.1, Club House Road,
Chennai – 600 002,
Tamil Nadu.
044-40020710
investor@cameoindia.com

Corporate Office

Refex Building,
67, Bazullah Road,
Parthasarathy Puram,
T Nagar,
Chennai – 600 017

Auditors

Statutory Auditor:
A B C D & CO.
Chartered Accountants,
No. 81, Peters Road,
Royapettah,
Chennai – 600 014

Secretarial Auditor:
Mr. R Muthukrishnan
Practising Company Secretary
New No. 33 (Old No. 17),
School View Road, R.K. Nagar,
Chennai – 600 028

Internal Auditor:
Mr. Sudarsan J
M/s Sudarsan & Co.
Chartered Accountants
E-7, (240) LIG Flats,
7th Avenue, Ashok Nagar
Chennai – 600 083

Cost Auditor:
STARP & Associates
Ranga Apts, Ganga Avenue,
Perumal Koil Street,
Alappakkam,
Near Valasaravakkam,
Chennai – 600 116

Stock Code:

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NSE: REFEX

ISIN Code: INE056I01025

Phone: +91-44-43405950 | Email: investor.relations@refex.co.in

CIN: L45200TN2002PLC049601

Website: www.refex.co.in

Management Discussion & Analysis

Global Economy

Throughout the fiscal year 2023-24, the global economy showed signs of recovery amidst diverse regional dynamics and persistent challenges. According to the International Monetary Fund (IMF), global GDP growth stabilized around 4.4%, marking a notable rebound from the setbacks caused by the pandemic. Economies such as those of the United States and of several countries in Europe sustained moderate growth, buoyed by strong consumer spending and substantial fiscal support measures.

Further, geopolitical tensions and trade disputes heightened uncertainty, disrupting global markets and investor confidence in the FY 2023-24. Shifts in trade policies, particularly among major economies, exacerbated challenges in international trade flows.

Additionally, technological advancements in digitalization and renewable energy sectors reshaped industries globally. Investments in AI, cybersecurity, and sustainable technologies surged, bolstering global competitiveness. The digital economy expanded significantly, with projected global IT spending reaching \$4.5 trillion by 2024.

Indian Economy

The FY 2023-24 was a period of significant economic dynamism for India, which was also characterized by a robust GDP growth rate of 6.5% coupled with a stable inflation around 4%, which in turn was also underpinned by a resilient domestic demand and the overhauling strategic policy interventions by the Reserve Bank of India (RBI).

India's services sector, which was led by Information Technology and financial services, continued to drive growth, leveraging technological advancements and increasing digital adoption. At the same time, the manufacturing sector also saw a resurgence, which contributed substantially to export growth and economic diversification efforts.

Overall, it is expected that the Indian economy will continue to grow and be favourable to businesses across all sectors.

Industry Overview

a) Refrigerant Gases

Refrigerants are chemicals that have the ability to absorb heat, and hence used to cool products owing to their ability to absorb heat. Refrigerants are essential to modern refrigeration systems, such as refrigerators, air conditioners, chillers, freezers, and in various industrial applications (manufacturing, chemicals, food & beverages, pharmaceuticals etc)

The refrigerant market is influenced by various factors including global economic conditions, industrial growth, regulatory changes, technological advancements, and environmental considerations. As of the latest available data, the global market for refrigerants was valued at approximately USD 25 billion in 2024 and is projected to grow at a rate of ~7% in the coming years. The increase in demand for energy-efficient cooling solutions, increase in per-capita income of the developing economies coupled with rising awareness regarding global warming and ozone depletion are the key factors propelling such growth.

APAC region has been continually dominating the growth in refrigerant market, primarily due to the growing demand from automotive industry, domestic and industrial refrigeration (HVAC, consumer appliances and cold chain sector).

However, stringent environmental regulations against fluorocarbon refrigerants and the continuous amendments in the Montreal Protocol are likely to restrain the market, but also pave way for awareness and development of innovative, sustainable and green low GWP refrigerants. The new unsaturated fluorochemicals, referred to as hydrofluoroolefins (HFOs), particularly R1234yf, R1234ze, and R1233zd whose GWP levels are extremely low, have already begun the commercial production.

As the industry continues to evolve, stakeholders are increasingly focusing on sustainable practices and the adoption of alternative refrigerants with lower environmental impact, driving innovation and investment in the global refrigerants market.

Opportunities and Challenges of the Indian Refrigerant Industry

There is a discernible upsurge in the commercial sector due to the rising infrastructure development activities accounting for the propulsion of the commercial AC market, which in turn positively impacts the growth in demand for refrigerants in HVAC systems. According to the International Energy Agency, the global stock of air conditioners in buildings is anticipated to grow up to 5.6 billion by 2050, up from 1.7 billion in 2023, which amounts to 10 new ACs sold every second for the next 30 years. India recorded a sale of 1.75 million units of air conditioners in April 2023, double as compared to the same period in the year prior. The increasing production of electric vehicles or cars, is expected to play a vital role in the conservation of energy and such a rise in the production of EVs will further boost the refrigerant market. Growing demand for frozen food, medicines, and new therapeutic treatments within the cold chain has augmented the demand for reliable refrigerated transport. The data centers produce excessive heat and cultivate a need for efficient cooling. The increasing development of data centers drive the demand for efficient chillers in HVAC systems and contribute to the market's growth.

The refrigerant industry faces numerous challenges concerning environmental issues, regulatory compliance, and technological advancements. Complex chemistry, substantial capital expenditure (capex), intensive research and development efforts, and the necessity to meet stringent regulatory standards all threaten the production of refrigerants. Moreover, the Indian government's imposition of anti-dumping duties on specific refrigerant imports has led to significant price fluctuations, profoundly impacting the entire industry. Recent incidents of illegal blending involving cheaper and unsafe refrigerants have further hindered the development and adoption of authentic and secure refrigerant products within the country. These challenges underscore the need for the industry to navigate a complex landscape, balancing innovation with compliance while ensuring environmental sustainability and product safety.

Future Outlook

Government policies and regulations, both at national and international levels, continue to shape the market dynamics by influencing production, imports, exports, and consumption patterns of refrigerants.

The evolution of the Indian refrigerant industry is driven not only by environmental concerns but also by the imperative for energy-efficient solutions. With government initiatives aimed at promoting sustainable practices and reducing greenhouse gas emissions, there is a growing emphasis on adopting energy-efficient refrigerants.

The refrigerant gas market is increasingly focused on developing safe technologies and processes for cooling systems, leading to the introduction of newer refrigerant options with significantly lower Global Warming Potential (GWP) compared to those currently in use. This shift underscores the industry's commitment to advancing environmentally friendly practices while meeting regulatory standards and enhancing energy efficiency in cooling systems.

b) Coal

Coal stands as India's foremost and abundant fossil fuel, pivotal in augmenting the country's power capacity through thermal power generation. With India's population growth, expanding economy, and aspirations for improved living standards, predictions indicate a surge in power consumption. Despite the country's efforts to shift towards renewable sources of power, coal is poised to retain its crucial role in India's energy landscape.

Performance of Coal Industry

The coal trading industry in India is witnessing substantial changes due to several factors, including domestic production, import trends, and the nation's policies regarding energy transition. India, ranked as the world's second-largest coal producer, maintains a strong dependence on coal for electricity generation, comprising roughly 75% of its energy mix, despite substantial efforts to adopt renewable energy sources. The demand for coal primarily stems from the power generation sector and heavy industries like steel, aluminium, and cement production. Projections suggest India's coal consumption will increase at an average annual rate of 3.9%, reaching approximately 1,185 million tonnes by 2024.

Despite possessing substantial coal reserves, India imports a considerable volume of coal, especially thermal coal, to satisfy its domestic needs. Government efforts to boost domestic production include initiatives such as commercial mining by private firms, permitting captive miners to sell coal in the open market, and significant investments in coal evacuation infrastructure.

Opportunities and Challenges of the Coal Industry

Coal remains a crucial component of India's energy mix, providing energy security amidst growing demand. And the industry contributes significantly to economic growth through job creation, infrastructure development, and industrial output.

However, it also faces scrutiny due to its environmental impact, particularly concerning air pollution and greenhouse gas emissions. And stringent environmental regulations are brought into place to combat the same along with adoption of cleaner renewable resources of power.

The economic viability of coal has been impeded by competition from such sources. Further, fluctuating international coal prices and market demand are heavily impacting the profitability and stability of the coal industry.

Opportunities exist for innovation and adoption of cleaner coal technologies such as supercritical and ultra-supercritical power plants to enhance efficiency and reduce emissions. There are further opportunities for investment in modernizing infrastructure, improving mining practices, and developing sustainable coal technologies (the likes of carbon capture and storage).

Navigating these opportunities and challenges requires strategic planning, technological innovation, regulatory compliance, and a balanced approach towards sustainable development in the coal sector.

Future Outlook

The Ministry of Coal has developed a comprehensive strategy to increase domestic coal production and decrease dependency on imported coal that could be sourced domestically. The outlook for the fiscal year 2024-25, the ministry targets a coal production of 1,080 million metric tonnes (MMT). Although all efforts are being made to produce more coal domestically, India still imports coal because of factors like high demand, specific quality requirements in various industries, logistical hurdles, and the necessity to maintain a diversified energy mix while addressing environmental concerns. Coal-based capacity is expected to peak around 250 GW by 2030, with coal-based electricity generation slowing down as India advances towards its net-zero targets. However, coal will continue to play a pivotal role in ensuring energy security and supporting economic activities.

Today, there is a lot of focus and investment in this sector as this is the backbone of India's energy consumption landscape. Advanced mining technologies, leveraging automation and technology and exploring existing coal mines are the areas of focus. It is very evident that coal industry is shaped and influenced by domestic production volume, import impact, regulations while caring for the environment as well. There is considerable effort in striking the right balance of all these influential elements with a sharp focus on sustainable development.

c) Ash

According to the CEA (Central Electricity Authority of India), Fly ash utilisation has increased to 284 MMT in FY 2023-24, and approximately 78% of fly ash was utilised. And there is 1677.3 MMT of legacy ash across the country.

The ash and coal industry are interrelated and has inter dependencies. The collection and management of ash is a very critical aspect of coal-fired thermal power plants in India. Fly ash and bottom ash are the byproducts of coal combustion and they present both challenges and opportunities. India's coal-based power plants generate a significant amount of ash, with estimates indicating approximately 300 million tonnes of fly ash annually. This large volume necessitates efficient collection, storage, and utilization strategies.

Ash is a byproduct of coal burnt in thermal plants and have to be disposed in a responsible manner to ensure no hazardous effect on our environment. It is noteworthy that Ash ponds and disposal sites can lead to air and water pollution if not managed properly. Fly ash particles, if airborne, pose respiratory hazards and contaminate surrounding areas. Water contamination from ash leachate is another significant concern, affecting local water bodies and groundwater quality. To mitigate this, the Central and State Governments have mandated a comprehensive framework to ensure proper disposal of ash from power plants. Fly ash is typically collected using electrostatic precipitators or baghouses and can be stored in dry form or mixed with water to form a slurry for wet disposal in ash ponds. The bottom ash is collected at the bottom of the combustion chamber, it is usually transported in a wet slurry form to disposal sites or ash ponds. Now ash collected from here has to be disposed. Fly ash is utilized in various industries, with applications in cement production, bricks, road construction, and agriculture. The transportation is done through trucks, bulkers, and rail rakes. In wet disposal, ash is transported as a slurry known as "pond ash" through a conduit, and contained at an embankment (dyke) which is further transferred at appropriate disposal site as per the standard norms.

The Ministry of Environment, Forest and Climate Change (MoEFCC) mandates that all thermal power plants achieve 100% fly ash utilization to minimize environmental impact.

The ash collected is transported for industries such as Cement and Construction. There is continued focus on using fly ash in cement and concrete production, given its benefits in enhancing durability and reducing the carbon footprint of construction materials. It is also used for road construction: Government initiatives promoting the use of fly ash in road construction projects are expected to drive higher utilization rates.

Research and development in new technologies for ash utilization, such as the production of geopolymers and other advanced materials, is in progress to maximize the use of ash in various industries. According to available statistics, the cement industry uses most of the ash, at 26.53% of the total, followed by the roads and embankments at 20.59%, and then by brick and tile industry at 10.18%. Ash can also be used in for filling low-lying areas and mines. Besides, about 32 abandoned mines and 82 non-coal mines (major and minor minerals) had been identified for the ash disposal requirement in the country. The states of Chhattisgarh, Uttar Pradesh, West Bengal, Madhya Pradesh and Maharashtra account for the highest amount of ash production and disposal in the country. Proper and responsible ash management can result in substantial environmental benefits by reducing pollution and conserving natural resources.

Changes in Policy

Disposal of ash is governed by strict regulations by the Central government. Every Coal or Lignite based thermal power plant (including captive or co-generating stations or both) shall be primarily responsible to ensure 100 per cent utilization of (fly ash, and bottom ash) generated by it in an eco-friendly manner. There is a penalty regime effective from April 2022, for non-compliance based on the 'polluter pays' principle, prohibiting the dumping and disposal of ash discharged from coal or lignite-based thermal power plants on land or into water bodies.

Utilisation Percentages of Thermal Power Plants	First Compliance Cycle to Meet 100 Percent Utilisation	Second Compliance Cycle Onwards, to Meet 100 Percent Utilisation
> 80%	3 years	3 years
60-80%	4 years	3 years
< 60%	5 years	3 years

Further to this, the MOEF guidelines specify that all coal or lignite based thermal power plants within a radius of three hundred kilometers shall bear the entire cost of transportation of ash to the site of road construction projects under Pradhan Mantri Gramin Sadak Yojna and asset creation programmes of the Government involving construction of buildings, road, dams and embankments. This prompts all major NTPC / State run plants hoarding massive quantities of ash in the dyke to supply the same to these road projects.

Opportunities and Challenges of the Ash Industry

It is interesting to note that there are both challenges and opportunities in this industry. We are yet to exploit the resources to the fullest as there are several potential ash usages across industries. Technology has played a crucial part in adapting to more alternative applications of ash. Ash is now employed to strengthen concrete, improve soil fertility, replace traditional bricks, reinforce roads, treat wastewater, support ceramics manufacturing, aid in land reclamation, create synthetic aggregates, establish environmental barriers, and contribute to artificial reef ecosystems.

Moreover, ash is now used for road laying, widening etc. and directly contributes to initiatives like the Bharat Mala Pariyojana by the National Highways Authority of India (NHAI), which aims to improve the sustainability and durability of road construction.

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In the recent times there are new emerging areas such as Light Weight Aggregates and Geo-polymers, Coal Beneficiation- Blending and Washing, etc. needs to focus for higher utilization of fly ash in the country.

Future Outlook

There is a steady increase in the number of coal-fired power plants and industrial facilities. This means there is more demand to dispose ash in safely within the defined norms. The Indian government emphasizes cleaner energy practices and stricter environmental regulations, that has provided companies opportunities to offer innovative technologies and services for efficient ash disposal and utilization, fostering sustainable growth in the industry. As we can see, there has been a constant evolution in providing more solutions to ash disposal to save the environment. The industry must navigate stringent regulations, foster consumer confidence in ash-based products, and diversify its applications to maintain competitiveness against alternative materials.

d) Power

Power trading is indispensable for maintaining a stable and efficient electricity supply within the energy sector. It serves a crucial role in balancing supply and demand, supporting the integration of renewable energy sources, and bolstering the sustainability and reliability of the power system. Integrated with power generation, transmission, and distribution, power trading encompasses the exchange of electricity among different components of the supply chain through buying and selling activities.

Power Generation

Power generation involves the conversion of diverse energy sources such as coal, natural gas, nuclear, hydro, wind, solar, and others into electrical energy. As per the data obtained from the Central Electricity Authority (CEA), the overall generation (Including generation from grid connected renewable sources) in India increased from 1624.465 BU in FY 2022-23 to 1739.091 BU in FY 2023-24.

According to CEA, as on 31st March, 2024, the total installed capacity for power generation stood at 4,41,970 MW (megawatt). As of 31st March, 2024, fossil fuels accounted for nearly 55% of the total power generated, while RES (renewable energy sources) accounted for nearly 36% and nuclear power accounted for approximately 1.85%. The private sector in India's power industry generated 52% of the nation's thermal power, while the States and the Central government generated 24% each, for the same period.

The renewable energy generation stood at 18.91 BU (billion units) as of March 2024, as compared to 16.98 BU in March 2023.

Power Transmission

Power transmission involves transporting electricity over long distances from power generation sites to various destinations across different regions. In recent years, India's transmission network has steadily expanded to support the shift towards renewable energy. During FY 2023-24, a total of 14,203 circuit kilometres (ckm) of new transmission lines were added to India's network. India maintains a strong National Grid that ensures reliable and secure power transfer from regions abundant in resources to major consumption centers. This infrastructure plays a crucial role in redistributing electricity from surplus to deficit regions or states. The capacity of the National Grid is continuously being enhanced to accommodate the growing electricity generation and demand.

Power Distribution

Power distribution involves delivering electricity from the national grid to end-users, including households, businesses, and industries. India's overarching goal in the power sector is to ensure universal and sustainable access to affordable electricity. Over the past few years, the Ministry of Power has focused on establishing a unified national grid, strengthening distribution networks, and achieving universal electrification of households. These efforts have been instrumental in transforming India from an energy-deficit to an energy-surplus nation. Furthermore, India's transmission network has steadily expanded to support the transition to renewable energy sources in recent years.

Opportunities and Challenges of the Power Industry

The evolving energy landscape presents both opportunities and challenges for the power industry. The industry has the opportunity to transition to cleaner energy sources such as renewables (solar, wind, and hydro) and invest in energy efficiency technologies as global awareness of climate change expands. Adoption of these opportunities can reduce greenhouse gas emissions, increase sustainability, and strengthen grid resilience. In addition, technological advancements in smart grids and energy storage provide opportunities to meet improving demand and renewable energy integration. However, the power industry faces challenges such as ageing infrastructure, high capital costs for renewable projects, and the need to guarantee grid stability while integrating variable energy sources. In addition, the complex regulatory environment, geopolitical factors, and energy market fluctuations present additional challenges that necessitate strategic planning and cooperation among stakeholders.

Future Outlook

Under the Prime Minister's Gati Shakti Master Plan, the power transmission network will be expanded from 4,25,500 ckm as of May 31, 2020 to 4,54,200 ckm by FY 2024-25, adding roughly 28,700 ckm. In comparison to the projected addition of 28,700 ckm of transmission lines, the addition of approximately 27,000 ckm of transmission network is anticipated for 2024–2025, with an anticipated cost of ₹ 75,000. It is anticipated that the proposed Transmission projects under the PM Gati Shakti National Master Plan will further facilitate the transfer of power from generation projects while increasing the reliability of the country's Power System Network.

e) Solar Energy

Indian Energy Sector Overview

India is the 3rd largest energy-consuming country and ranks 4th globally in Renewable Energy Installed Capacity (including Large Hydro), 4th in Wind Power capacity, and 5th in Solar Power capacity. The country has set a target at the COP26 of 500 GW of non-fossil fuel-based energy by 2030, the world's largest expansion plan in renewable energy. India's installed non-fossil fuel capacity has increased 396% in the last 8.5 years, now standing at more than 201.75GW (including large Hydro and nuclear) about 45.3% of the country's total capacity (as of May 2024). The installed solar energy capacity has increased by 30 times in the last 9 years and stands at 84.27 GW as of May 2024. India's solar energy potential is estimated to be 748 GWp as estimated by National Institute of Solar Energy (NISE). The Installed Renewable energy capacity (including large hydro) has increased by around 128% since 2014.

As of May 2024, Renewable energy sources, including large hydropower, have a combined installed capacity of 193.57 GW.

The present installed capacity of power generation is around 426,132 MW, with 9,943 MW added in 2023-24, of which 1,674 MW is from fossil fuel sources and 8,269 MW from non-fossil fuel sources. Every village and household in India have been electrified, with power availability increasing from 12 hours in 2015 to 20.6 hours in rural areas and up to 23.8 hours in urban areas. (Source: Invest India and Ministry of power)

Outlook of Renewable Energy

India aims to achieve 500 GW of renewable energy installed capacity and produce 5 million tonnes of green hydrogen by 2030 this will be supported by 125 GW of renewable energy capacity. Additionally, 50 solar parks with an aggregate capacity of 37.49 GW have been approved, and the offshore wind energy target is set at 30 GW by 2030. (Source: Invest India)

Key renewable energy activities for trading carbon credits under bilateral/cooperative approaches include:

- | | |
|----------------------------------|---|
| i) Renewable energy with storage | v) Ocean energy types (Tidal, Thermal, Salt Gradient, Wave, Current) |
| ii) Solar thermal power | vi) High Voltage Direct Current Transmission in conjunction with renewable projects |
| iii) Offshore wind | vii) Green Ammonia |
| iv) Green Hydrogen | |

Budget allocation for Renewable Energy and Clean Technologies

Rs 35,000 crore allocated for priority investments in energy transition and Net Zero, with Rs 30,000 crore for capital support to oil marketing companies. Budget for grid-based solar power doubled to Rs 10,000 crore in 2024-25. Wind power outlay remains steady at Rs 930 crore. Rooftop solar program to provide up to 300 units of free electricity monthly to 10 million households. Pradhanmantri Suryodaya Yojana launched for rooftop solar installations. Viability gap funding announced for 1 GW offshore wind energy capacity. Budget for National Green Hydrogen Mission increased to Rs 600 crore. Mandatory blending of CBG in CNG for transport and PNG for domestic use. (Source: Down to Earth)

Challenges in Renewable Energy Projects

- a) **Inconsistent Policies and Regulations:** One of the significant challenges is the lack of clarity and stability in policies and regulations. Inconsistent or constantly changing policies create uncertainty for investors, making it difficult to plan and secure financing. Clear and stable policies aligned with renewable energy targets are crucial for attracting investments.
- b) **Multiple Regulatory Authorities:** Renewable energy projects often require approvals from multiple regulatory authorities, such as environmental agencies, grid operators, and local governments. Coordinating among these entities can be challenging, leading to delays and added administrative burden. Streamlined processes and inter-agency coordination mechanisms can improve efficiency.
- c) **Limited Grid Capacity:** Integrating renewable energy into existing power grids can be problematic due to limited grid capacity. Sometimes, local grid infrastructure cannot absorb the generated renewable energy. Upgrading and expanding grid infrastructure is crucial to accommodate increased renewable energy generation.
- d) **Lack of Interconnection Infrastructure:** Effective grid integration requires interconnecting renewable energy projects with existing transmission and distribution networks. The absence of adequate interconnection infrastructure can impede the transfer of renewable energy to end-users. Collaborative efforts are needed to plan and invest in this infrastructure.
- e) **Dependence on Imports:** India relies heavily on imported solar panels and components, primarily from China. This dependence makes the supply chain vulnerable to geopolitical tensions and disruptions. Reducing reliance on imports through domestic production is essential.
- f) **Environmental and Social Concerns:** Solar projects may face opposition from local communities due to land use conflicts, insufficient compensation, and lack of involvement in decision-making processes. Addressing these concerns through fair compensation and community engagement is vital.
- g) **Price Fluctuations:** The solar market is highly competitive, with frequent fluctuations in solar equipment prices. These fluctuations can affect project costs and returns, making financial planning challenging. Stabilizing prices through long-term contracts and local manufacturing can mitigate this issue. (Source: Enerdatics).

Company Performance

In 2002, Refex Industries Limited (hereafter referred to as 'Refex' or 'the Company') began its commercial operations. The company has specialized in refilling refrigerant gases in India, emphasizing environmentally-friendly alternatives to CFC and HCFC. These gases are commonly used as aerosol propellants, foam blowing agents, and refrigerants. Additionally, Refex is involved in power trading, ash handling, coal supply, and e-mobility services.

Refex has established a spectacular presence in the nation and achieved 22 years of brand awareness. This presence has been built over the years on a solid basis of integrity, professionalism, diversity, dedication, and competitiveness. Refex has obtained the ISO 9001:2015 and ISO 14001:2015 certifications and is dedicated to being a model participant in the areas of sustainable development, health and environmental protection, and safety. In order to grow its clientele and broaden its range of products, the company is always evaluating the state of the market and its potential. Refex has demonstrated its capacity to provide creative solutions and sound financial sustainability to all of its stakeholders.

Refex Industries Limited's wholly-owned subsidiary Refex Green Mobility Limited (RGML) started operating in Bengaluru on March 31, 2023. Refex Green Mobility Limited is the company that drives its four-wheeled electric cars. The company provides a full range of services, such as fully electric cars, trained and background-checked drivers, state-of-the-art equipment, and committed support staff.

Operational Performance

1) Refrigerants Gases

Under the "Refex" brand, Refex specializes in filling HFCs, which are alternatives to ozone-depleting CFCs and HCFCs. Thiruporur, 40 kilometers from Chennai, is home to the company's re-filling facility, and it has distribution centers all over India. The HFC gasses are purchased by the company from China and India. These gases are mostly utilized as blowing agents, aerosol propellants, industrial refrigeration, and air conditioning. The company has also set up warehouses in Delhi and Mumbai, essentially are main geographic areas, which serves as both the hub for all of the dealers and distributors of refrigerants and the location of the greatest refrigerant use. The Company has begun supplying refrigerants to renowned OEMs such as Carrier, TVS Mobility, LG, and Voltas from 2023. Over 450 dealers and distributors in India have received products from the company, which has sent over 2411 MT of HFC gases there in a year.

The Company has always placed a strong emphasis on innovation, which is also the reason why its product stands out from competing brands and is more expensive. It was among the first to offer 450 ml refilling cans and to set up refilling stations at the locations of vehicle OEMs. The Company provides a wide range of market segments with a comprehensive assortment of HFC products, such as cans of R134A, R404A, R407C, R410A, R32, and R152A.

The Company's logistics department is well-connected to guarantee prompt delivery to customers. The business complies completely with all laws and rules imposed by the government on the refrigerant sector.

With a 45% increase in gas shipments, reaching 2241 MT, there has been a notable advancement. Almost 100 additional dealers were added as part of the expansion, which took place in secondary and tertiary cities in Assam, West Bengal, Gujarat, Punjab, Uttarakhand, and Nepal. Using our copper tubes, we landed ourselves in the small-scale copper trading arena. R290 cans and HC mixes were among the new product blends that are unveiled. Cars24, LG Electronics, and My TVS Parts are among the newly added OEMs. In addition, metering rainwater collecting equipment and a 50-kW rooftop solar plant are put in place for our own operational function.

2) Ash & Coal Handling Business

The purchasing and selling of coal as a commodity on the international market is referred to as "coal supply." The Company purchases high-quality coal from both domestic and foreign suppliers and provides thermal power plants with it at competitive costs. During the examined period, the Company's increased business engagements resulted in a significant increase in coal trading volumes. The Company's two interrelated business operations, coal handling and trading, are essential to the coal supply chain from coal extraction to coal consumption.

Ash must be disposed of by thermal power plants in an efficient and environmentally responsible manner. The Company has been offering services for the processing and disposal of ash in addition to coal handling. Ash, which is produced when coal is burned, is used to create steam, which powers the turbine. Throughout the year under review, the Company prevailed in significant tenders from NTPC and State Run Power plants for the ash disposal requirements. The Company's substantial rise in revenues from its ash and coal businesses is also a result of the inclusion of 15+ more thermal power stations to its ash handling business throughout the year.

Rather than acting as an aggregator, the Company wants to be a full solution partner for the power plants. For its coal ash handling business, the company uses a partnership strategy rather than an outsourcing model. By using its own fleet of vehicles to transport ash from the thermal power plants, Refex executed a wise move that increased profit margins and resulted in significant cost savings. With intentions to develop both its clientele and its fleet of trucks, the company is well-positioned for future growth in the upcoming fiscal year. This will ensure that income is maximized and costs are minimized in FY 2024–2025.

With the help of a fleet of more than 800 vehicles, around more than 5 million tonnes of ash was disposed in the fiscal, an increase of over 30% from the year before. With an emphasis on road projects under the Bharatmala Pariyojana initiative, a sizable number of new clients are included, including NTPC in Chhattisgarh, Bihar, and Karnataka, as well as Adani and MP and other State Power plants.

Refex has beefed up and strengthened the business development team in several states and streamlined the tendering procedure. We completed some of our projects in a mere 25% of the allocated time, which is an amazing accomplishment. We are implementing digital technologies, including fuel sensors, to increase productivity at all of our facilities. On the geographical front, we operate across MP, Karnataka, Chhattisgarh, Bihar, and Maharashtra. With operations in NTPC, their joint ventures, state-owned power plants, and private power plants, the company's expansion has established it as the largest organized ash management service provider in the nation.

3) Power Trading

Refex offers a wide range of power trading solutions, encompassing power exchange, bilateral agreements, power banking & swapping, and group captive models. The Company's expertise extends to both conventional and non-conventional sources of power, catering to diverse entities across India. Refex also held the sixth position among the top power industry players (by volume of electricity traded bilaterally) in the country. The Company has been striving to improve its standing, expand its market share, or differentiate itself through various strategies to stay competitive in the dynamic energy market. Moreover, the Company holds a CERC-approved Category-I licence for inter-state power trading, which allows it to conduct power trading activities with no upper limit on the volume of electricity it is permitted to trade.

4) Green Mobility

Refex Green Mobility Limited (RGML) is a wholly-owned subsidiary of Refex Industries Limited and it had begun its operations in Bengaluru on 31st March 2023. Refex Green Mobility Limited operates its 100% electric 4-wheeled vehicles. The Company offers a comprehensive package that includes 100% electric vehicles, drivers with training and verified backgrounds, a cutting-edge technology platform, and dedicated support teams. The company expanded its operations in Chennai during the fiscal. Overall, in this fiscal, the total deployed vehicle counts, for this business vertical increased from 24 to 475+ cars.

Risk Mitigation

Numerous internal and external business hazards affect the Company. Refex has established an extensive risk management framework (RMF) that is customized to meet the unique requirements of each of the company's several business areas. The RMF helps the Company anticipate risks, both big and little, and put the appropriate remedial actions in place. Senior management of the Company is very important and actively monitors the efficacy of the risk management procedures.

Given that the Company depends on the import of HFC gases from China, any military or commercial disputes between China and India will have an impact on the availability of raw materials, as well as the cost and profitability of the business. Furthermore, the situation is probably going to get worse due to volatility in the foreign exchange market. The Company finds it more difficult to acquire the material on time because of the numerous clearances required by customs, which impose antidumping taxes on HFCs and change the import policy from free to restricted, subject to NOC from the relevant ministries.

The procurement of materials from other nations has become more difficult due to recent government limits on the import of refrigerant, net-zero pledges, and "Made in India" laws. Given the high demand for Indian items both domestically and internationally, the company intends to expand its geographic reach and add trendy products. To support its global expansion, the company has also been enhancing its online presence on an e-commerce portal.

Regarding the regulatory and compliance framework, Refex thinks it is essential and important that the legal function bear the primary responsibility for risk management, instead of sharing it with other internal departments and outside attorneys.

Good risk management can lessen risks' effects, strengthen organizational procedures, and get the organization ready to face obstacles. The many inherent business risks are known to the Company. Refex is primarily focused on the prompt detection, assessment, and mitigation of potential risks because it is composed of a management team with extensive experience from a range of industries and excellent leadership.

Future Outlook

The Company's aim is to become the most sought-after business partner by leveraging its creative solutions, cutting-edge technology, and skilled personnel. Refex similarly strives to be the best in the industry by consistently developing its business, personnel, products, and services and replicating its success year after year.

Refex has focused on increasing its vendor network in India and accessing new markets for its refrigerant products. The company intends to exceed client expectations by consistently and continuously providing great products and services. The Company has been intensely focused on seizing huge chances and supporting prospective clients in creating a bright future. In addition, the Company's principal goal is to acquire large contracts with OEMs and the Indian government.

For its refrigerant business, the Company is progressively increasing its refrigerant refilling facilities around the country, which is expected to result in increased income in the future. The company intends to develop refilling facilities in the western and eastern areas of the country.

The Company's ash business is anticipated to grow in the future and become more concentrated. Orders are predicted to continue rolling in. The Company plans to distribute ash not just in Chhattisgarh but also in Madhya Pradesh, Uttar Pradesh, Orissa, Tamil Nadu, Karnataka, Andhra Pradesh, West Bengal, Jharkhand, Rajasthan, and Gujarat. Refex plans to take part in obtaining NTPC tenders for the ash disposal industry. The National Highways Authority of India's (NHAI) Bharatmala Project would present the Company with numerous chances to expand its ash disposal services throughout the nation. Additionally, Refex plans to help commercialize cutting-edge products that are being researched and developed using ash. Additionally, it intends to integrate both forward and backward with the thermal sector's prospects.

For the foreseeable future, Refex will place a high priority on adopting digital transformation in its operations since it guarantees long-term growth and value generation for its stakeholders. The company has begun using cutting-edge technologies gradually, which will improve the company's commercial operations even more.

Additionally, the Company is dedicated to implementing Environment, Society, and Governance (ESG), and it will place the highest priority on being ESG-compliant throughout all of its businesses. With an eye on developing and revising ESG policies, process setting and enhancement, monitoring methods, and record keeping, the company is assessing every aspect of its operations. The Company's goal is to achieve net carbon neutrality by quickening the shift to renewable energy.

Internal Control System

The Company requires a robust internal control system due to its substantial national presence and high business strength. The internal controls are intended to provide reasonable assurance regarding the recording and transmission of accurate financial and operational data, compliance with applicable laws, protection of assets from unauthorised use or loss, execution of transactions with proper authorisation, and adherence to corporate policies. The Company's stringent internal control systems and procedures are well-defined and proportional to the size and nature of the business. The Company has ensured that it is in compliance with all of the required statutes, as well as its code of conduct and corporate standards. The Internal Audit Division examines the adequacy and efficacy of internal controls. The scope of the Audit activity is determined by the Board's Annual Audit Committee, which examines the Internal Auditor's reports.

Cautionary Statement

The above statement is as perceived by the Directors based on the current scenario and the input available. Unforeseen external developments and force majeure conditions may have an impact on the above perception.

Directors' Report

Dear Members,

Your directors have great pleasure in presenting the 22nd (Twenty-Second) Annual Report of your Company together with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024.

Financial Summary / Highlights

The key financial highlights for the financial year under review are as follows:

Particulars	₹ In Lakhs	
	2023-24	2022-23
Revenue from Operations (Net)	1,37,055.78	1,62,914.96
Other Income	1,827.75	828.78
Total Income	1,38,883.53	1,63,743.74
Expenditure (other than Tax)	1,25,700.00	1,48,080.12
Exceptional Items	-13.07	-24.73
Profit before Tax	13,170.46	15,638.89
Current Tax expense for current year	3,208.22	4,126.60
Current tax expense relating to prior years	-105.22	-1.82
Deferred Tax	-27.26	-92.24
Profit after Tax	10,094.72	11,606.35
Earnings Per Share (₹) (Basic)	9.12	10.78*
Earnings Per Share (₹) (Diluted)	9.08	10.77*
Net Fixed Assets	8811.82	8,618.82
EBITDA Margins (%)	10.85	10.71
PAT Margins (%)	7.36	7.12

* EPS has been adjusted due to sub-division/split of equity shares.

Financial Statements

Financial Statements of your Company, Standalone and Consolidated for the financial year ended 31st March, 2024, are prepared in accordance with Indian Accounting Standards (Ind-AS), as notified under Section 133 of the Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and duly audited by Statutory Auditors forms part of this Annual Report.

Company Performance

During the year under review, the Company achieved a turnover of ₹1,37,055.78/- Lakh as against ₹1,62,914.96/- Lakh during previous year. The primary reason for the decline in revenue is decrease in coal prices compared to the previous year. Despite this, the volume for coal handling has increased and the Company has successfully maintained its EBITDA margins.

Your Company has achieved a profit before tax (PBT) of ₹13,183.53 Lakh for the year under review as compared to PBT of ₹15,638.89 Lakh for the previous year.

The Company has reported a profit after tax of ₹10,094.72/- Lakh as against a profit after tax of ₹11,606.35/- Lakh during previous year.

Operations

Highlights of your Company's operations and state of affairs for the financial year 2023-24 are included in the Management Discussion and Analysis Report, capturing your Company's performance, industry trends and other material changes with respect to your Company, wherever applicable and forms part of this Annual Report.

Dividend

The Directors of your Company did not recommend any final dividend for the year ended March 31, 2024.

Further, the Company has declared and paid an interim dividend of ₹0.50/- per share (on erstwhile face value of ₹10/-) during the financial year 2023-24.

Amount Transferred to General Reserve

The Board of Directors has decided to retain the entire profits for financial year 2023-24 under Retained Earnings. Accordingly, the Company has not transferred any amount to the 'Reserves' for the year ended March 31, 2024.

Investor Education and Protection Fund (IEPF)

In accordance with the applicable provisions of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, which remain unpaid or unclaimed for a period of seven years, from the date of transfer to Unpaid Dividend Account.

Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund Authority ("IEPF Authority").

During the year under review, no amount of the unclaimed/ unpaid dividend and any such share in the Company, was due to be transferred to the IEPF Authority.

The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

Financial Year	Dividend per Equity Share (₹) *	Date of Declaration	Due Date for Transfer to IEPF	Amount (₹) (Unpaid as on March 31, 2024)
2020-21 (Interim)	1.00	December 29, 2020	March 02, 2028	4,02,086.00
2020-21 (Final)	0.50	September 30, 2021	December 02, 2028	1,52,686.50
2022-23 (Final)	2.00	September 26, 2023	November 30, 2030	5,72,772.00
2023-24 (Interim)	0.50	February 08, 2024	April 13, 2031	Pay-out in progress

*On erstwhile face value of ₹10/-.

Details of unpaid dividend for the aforesaid financial years can be accessed from the website of the Company in 'Unpaid Dividend List and IEPF Shares' section at <https://www.refex.co.in/investors-information.php> and claim can be made by making a request to the Company.

Details of Nodal Officer

Ms. G Divya, Company Secretary and Nodal Officer of the Company has resigned from her office w.e.f. May 31, 2024.

The Board of Directors at its meeting held on May 24, 2024, has designated Mr. Ankit Poddar (ACS-25443) as Company Secretary and Nodal Officer of the Company for the purpose of IEPF w.e.f. June 1, 2024.

Fixed Deposits

The Company has neither invited nor accepted any deposits from the public falling within the preview of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rule, 2014 during the year.

There is no unclaimed or unpaid deposit lying with the Company.

Share Capital and Changes in Capital Structure

Authorized Share Capital

As on March 31, 2024, the Authorized Share Capital of your Company stood at ₹40,00,00,000/- (Rupees Forty Crores only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs only) equity shares of face value of ₹2/- (Rupees Two) each, aggregating to ₹35,00,00,000/- (Rupees Thirty-Five Crores only) and 5,00,000 (Five Lakhs only) Cumulative Redeemable Preference Shares (CRPS) of ₹100/- (Rupees Hundred) each, aggregating to ₹5,00,00,000 (Rupees Five Crores only).

Paid-up Share Capital

As on March 31, 2024, the paid-up equity share capital of your Company stood at ₹23,13,62,780/- (Rupees Twenty-Three Crores Thirteen Lakhs Sixty-Two Thousand Seven Hundred Eighty only) comprising of 11,56,81,390 (Rupees Eleven Crores Fifty-Six Lakhs Eighty-One Thousand Three Hundred Ninety only) equity shares of face value of ₹2/- each.

There are no convertible securities issued in the Company, as on March 31, 2024.

Further, the Company has allotted 1,25,75,000 (One Crore Twenty-Five Lakh Seventy-Five Thousand only) Warrants, convertible into equal number of equity shares of face value of ₹2/- each, on April 11, 2024.

Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

Changes in Share Capital

ESOPs

During the year under review, your Company has issued and allotted following shares against vested Employee Stock Options (“ESOPs”) exercised by the eligible employees under Refex Employee Stock Option Scheme 2021 (“ESOP 2021”):

Date	No. of equity shares (Face Value @ ₹10/-)	Exercise / Issue Price (₹)	Aggregating Value (₹)
November 30, 2023	26,514	102	27,04,428
February 02, 2024	2,740	102	2,79,480

Stock-Split

Your Company has made sub-division/split of equity shares from face value of ₹10/- to ₹2/- each, i.e., sub-division of every 01 (one) equity share of face value of ₹10/- (Rupees Ten only) into 05 (five) equity shares of face value of ₹2/- (Rupees Two only) each with effect from the record date, i.e., March 22, 2024, as approved by the shareholders of the Company, by way of an ordinary resolution passed through postal ballot on March 01, 2024.

Preferential Issue

Your Board of Directors, at its meeting held on March 02, 2024, has approved the issuance of 50,00,000 equity shares and 1,25,75,000 Warrants convertible into equity shares, on a preferential basis, to Sherisha Technologies Private Limited [CIN: U74999TN2010PTC074345], Promoter of the Company, for an aggregate issue size of ₹219,68,75,000/- (Rupees Two Hundred Nineteen Crore Sixty-Eight Lakh Seventy-Five Thousand only), which was subsequently approved by way of special resolutions passed by the shareholders at their 2nd Extra-ordinary General Meeting (FY2023-24) held on March 27, 2024.

Pursuant to the above, the Banking & Authorization Committee of the Board of Directors of your Company, on March 28, 2024, has allotted 50,00,000 (Fifty Lakh only) equity shares of face value of ₹2/- each, for cash consideration of ₹125/- per equity share, including a premium of ₹123/- per equity share ("**Equity Shares**"), aggregating to ₹62,50,00,000/- (Rupees Sixty-Two Crore Fifty Lakh only) to Sherisha Technologies Private Limited.

Subsequently, the Banking & Authorization Committee of the Board of Directors of your Company, on April 11, 2024, has allotted 1,25,75,000 (One Crore Twenty-Five Lakh Seventy-Five Thousand only) warrants of face value of ₹2/- each, for cash consideration of ₹125/- per warrant, including a premium of ₹123/- per warrant ("**Warrants**"), aggregating to ₹157,18,75,000/- (Rupees One Hundred Fifty-Seven Crore Eighteen Lakh Seventy-Five Thousand only) to Sherisha Technologies Private Limited, out of which, 25% upfront consideration has been paid-up by the allottee and remaining 75% consideration shall be paid by the allottee upon conversion within 18 months from the date of allotment.

Inter-se Transfer among Promoters

During the year under review, the shareholding of the Promoter entity, Sherisha Technologies Private Limited increased by 5.23% pursuant to the Inter-se transfer of shares among the Promoters and Promoters Group.

Employees' Long Term Incentive Plan

In terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ("**SEBI (SBEB & SE) Regulations**") and with the objective to promote entrepreneurial behaviour among employees of the Company, motivate them with incentives and reward their performance with ownership in proportion to the contribution made by them as well as align the interest of the employees with that of the Company, Refex Employee Stock Option Scheme 2021 ("**REFEX ESOP Scheme 2021**") was approved by the Board of Directors of your Company on September 02, 2021, which was subsequently approved by the members of the Company, in their 19th Annual General Meeting held on September 30, 2021.

During the year under review, Nomination & Remuneration Committee ("**NRC**") at its meeting held on May 18, 2023, has granted 57,840 stock options and on September 12, 2023, further granted 2,85,184 stock options (*on erstwhile face value of ₹10/-*) to eligible employees of the Company under REFEX ESOP Scheme, 2021.

Statement pursuant to Regulation 14 read with Part F of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of the Act, read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is provided on the Company's website at <https://www.refex.co.in/investors-information.php>.

The Nomination & Remuneration Committee of the Board of Directors, *inter-alia*, administers and monitors, the REFEX ESOP Scheme 2021, in compliance with the SEBI (SBEB & SE) Regulations and other applicable laws.

The Company has also obtained a certificate from the Secretarial Auditor of the Company, as required under Regulation 13 of the SEBI (SBEB & SE) Regulations, that the Scheme has been implemented in aforesaid Regulations and in accordance with the resolution of the Company in the general meeting and the same shall be placed before the shareholders in the ensuing Annual General Meeting.

Holding, Subsidiaries, Joint Ventures and Associate Companies

Pursuant to Inter-se transfer of shares among Promoters during the FY24 the holding of Sherisha Technologies Private Limited ("STPL") is increased from 47.46% to 53.27% on March 28, 2024. Consequent to this, your Company has become a subsidiary company of STPL in terms of Section 2(87) of the Act.

Therefore, as on March 31, 2024, STPL is the holding company of Refex Industries Limited.

The Company has the following subsidiaries as on March 31, 2024:

S. No.	Name of the Company	Category	Date of becoming subsidiary
1	Refex Green Mobility Limited (RGML)	Wholly-owned subsidiary company	RGML was incorporated as a subsidiary company of the Company on March 14, 2023. On April 17, 2023, RGML has become wholly-owned subsidiary of the Company.
2	Refex EV Fleet Services Private Limited (formerly known as O3 Mobility Private Limited)	Step-down subsidiary company	RGML, a wholly-owned subsidiary company has made an investment in Refex EV Fleet Services Private Limited by acquiring 49.99% stake in equity shares on October 04, 2023. <i>Since RGML controls the composition of majority of the Board of Directors of Refex EV Fleet Services Private Limited, hence, as per Section 2(87)(i) of the Act, it becomes subsidiary of RGML.</i>

Material Subsidiaries

The Company has adopted a 'Policy for determining Material Subsidiaries' as stipulated in Explanation to Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**').

During the year under review, there was no change in the Policy for Determining Material Subsidiaries. The said policy may be accessed on the website of the Company at <https://www.refex.co.in/pdf/Policy-on-Determining-Material-Subsidiary.pdf>.

There is no material subsidiary of the Company during the year under review.

Information about the financial performance / financial position of the subsidiaries

In accordance with Section 129(3) of the Act, a statement containing salient features of the financial statements of the subsidiary company in **Form AOC-1** is provided as part of the consolidated financial statements.

Hence, a separate report on the performance and financial position of the subsidiary company(ies) is not repeated here for the sake of brevity.

Further, pursuant to the provisions of Section 136 of the Act, Consolidated Financial Statements along with relevant documents and separate Audited Financial Statements in respect of the Subsidiary Company, are available on the website of the Company at <https://www.refex.co.in/investors-information.php>.

Corporate Governance

Your Company is committed to benchmark itself with high standards for providing good corporate governance. Your Board constantly endeavours to take the business forward in such a way that it maximizes long-term value for the stakeholders.

A Report on Corporate Governance, in terms of Regulation 34 read with Schedule V to the Listing Regulations, along with a Certificate from Mr. R Muthukrishnan, Practicing Company Secretary, certifying compliance of conditions of Corporate Governance enumerated in the Listing Regulations, is presented in a separate section forming part of this Annual Report.

Management Discussion and Analysis Report

Management's Discussion and Analysis Report (MD&A) for the year under review, giving a detailed analysis of the Company's operations, as stipulated under Regulation 34(2)(e) of the Listing Regulations, is presented in a separate section forming part of this Annual Report.

Directors and Key Managerial Personnel (KMPs)

As on March 31, 2024, your Board comprised of six (06) directors, out of which, one is promoter who is a chairman-cum-managing director, two are non-executive directors and three are independent directors, including one woman independent director.

In accordance with the provisions of Section 152 of the Act, Mr. Anil Jain (DIN: 00181960), Managing Director of the Company retires by rotation in the ensuing annual general meeting ("AGM") and being eligible offers himself for re-appointment.

His brief resume and other related information are being given in the Notice convening the 22nd AGM of your Company.

Your Board has recommended his re-appointment and accordingly, suitable resolution proposing his re-appointment forms part of the Notice of the AGM.

Changes during the year

Appointments

Pursuant to the approval the members of the Company by way of special resolutions passed in the 1st Extra-Ordinary General Meeting (FY2023-24) of the Company held on April 28, 2023, following directors were appointed:

Name of Director	DIN	Category/Designation	Date of Appointment / Tenure
Mr. Krishnan Ramanathan*	09854815	Independent Director	February 02, 2023 to February 01, 2028
Mr. Sivaramakrishnan Vasudevan	02345708	Independent Director	March 31, 2023 to March 30, 2028
Ms. Susmitha Siripurapu	09850991	Non-Executive Director	February 02, 2023

*Ceased w.e.f. November 30, 2023

Further pursuant to the recommendation of the Nomination & Remuneration Committee ("NRC") and the Board in its meeting held on December 28, 2023, and subsequent approval by the members of the Company by of postal ballot dated March 01, 2024, Ms. Latha Venkatesh (DIN: 06983347) was appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from December 28, 2023 to December 27, 2028.

Further at the same postal ballot, Mr. Ramesh Dugar (DIN: 01686047) was re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from December 29, 2023 to December 28, 2028.

Cessation

Mr. Krishnan Ramanathan (DIN: 09854815) Non-Executive Independent Director had tendered his resignation w.e.f. November 30, 2023, due to his taking up a judicial assignment with TNRERA.

In terms of provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Key Managerial Personnel of the Company as on March 31, 2024 are:

1.	Mr. Anil Jain	Managing Director
2.	Ms. Uthayakumar Lalitha *	Chief Financial Officer
3.	Ms. G. Divya**	Company Secretary

*Ms. Uthayakumar Lalitha resigned from the position of Chief Financial Officer of the Company w.e.f. May 24, 2024 and Mr. Dinesh Kumar Agarwal has been redesignated as Whole-time Director-cum-Chief Financial Officer ("WTD & CFO") & one of the Key Managerial Personnel ("KMP") of the Company, with effect from June 01, 2024.

** Ms. G. Divya resigned from the position of Company Secretary and Compliance Officer w.e.f. May 31, 2024 and Mr. Ankit Poddar was appointed as Company Secretary and Compliance Officer of the Company w.e.f. June 01, 2024.

There were no changes during the Financial Year 2023-24.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act under Section 149(6) and Regulation 16(1)(b) of the Listing Regulations.

The Independent Directors of the Company have also registered their names in the data bank for Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA), Manesar (*notified under Section 150(1) of the Companies Act, 2013 as the institute for the creation and maintenance of data bank of Independent Directors*).

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and are independent of management.

Familiarization Programme for Independent Directors

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, and related matters are put up on the website of the Company at <https://www.refex.co.in/investors-information.php>.

Remuneration of Directors, Key Managerial Personnel and Particulars of Employees

The remuneration paid to the Directors is in accordance with the Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transaction with the Company, other than sitting fees and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Company.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as an **Annexure – A** to this Report.

A statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is also provided as an **Annexure – A** forming part of this Report.

However, in terms of the proviso to Section 136(1) of the Act, the Annual Report is being sent to the members excluding the aforesaid particulars. The said information is available for electronic inspection during working hours up to the date of annual general meeting and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Remuneration Policy

Pursuant to provisions of Section 178 of the Act and the Listing Regulations, the Nomination and Remuneration Committee ('NRC') has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Senior Management Personnel (**SMPs**) including its Key Managerial Personnel (**KMPs**) and other employees of the Company including criteria for determining qualifications, positive attributes, independence of a director, key managerial personnel, senior management personnel and other employees of your Company.

NRC has also developed the criteria for determining the qualifications, positive attributes, and independence of Directors and for making recommendation to the Board relating to remuneration to the Executive and Non-Executive Directors and Senior Management Personnel of the Company.

During the year under review, there was no change in the Remuneration Policy.

The detailed Policy is available on the Company's website at <https://www.refex.co.in/pdf/Nomination-Remuneration-Policy.pdf> and the salient aspects covered in the Remuneration Policy have been outlined in the Corporate Governance Report, which forms part of this Report.

Board Meetings

During the financial year 2023-24, the Board met 10 (ten) times i.e., on May 18, 2023, August 03, 2023, October 12, 2023, October 20, 2023, November 08, 2023, November 30, 2023, December 28, 2023, January 24, 2024, February 08, 2024 and March 02, 2024.

The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Details of meetings held and attendance of directors are mentioned in the Corporate Governance Report, which forms part of this Report.

Separate Meeting of Independent Directors

In terms of requirements of Schedule IV to the Act and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors was held on March 30, 2024 for financial year 2023-24, without the presence of executive and non-independent directors.

The meeting was conducted in a flexible manner to enable the Independent Directors *inter alia* to discuss matters pertaining to the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company after taking inputs from the executive and non-executive directors.

The meeting of the Independent Directors was attended by all the 03 (three) Independent Directors, namely, Mr. Sivaramakrishnan Vasudevan, Mr. Ramesh Dugar and Ms. Latha Venkatesh.

Board Committees

Your Company has constituted several committees of the Board which have been established as part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

As on March 31, 2024, your Board has 04 (four) mandatory committees, namely,

1. Audit Committee;
2. Nomination & Remuneration Committee (NRC);
3. Stakeholders' Relationship Committee (SRC); and
4. Corporate Social Responsibility (CSR) Committee.

Besides, your Board has also constituted a voluntary committee, namely, Banking & Authorization Committee (BAC), and delegated powers relating to operational and routine business transactions.

The details with respect to the composition, powers, roles, terms of reference, number of meetings, etc. of the Committees held during financial year 2023-24 and attendance of the members at each committee meeting, are provided in the Corporate Governance Report which forms part of this Report.

All the recommendations made by the Committees of the Board including the Audit Committee were accepted by the Board.

Performance evaluation of the Board, its committees, and Individual Directors

Pursuant to the provisions of the Act and Regulation 17(10) of the Listing Regulations, the Board has carried out a formal process of performance evaluation of the Board, committees and individual directors.

The performance was evaluated based on the parameters such as composition and quality of Board members, the effectiveness of Board/ committee process and functioning, the contribution of the members, Board culture and dynamics, fulfilment of key responsibilities, ethics and compliance etc. based on the Remuneration Policy which prescribed the evaluation criteria for performance evaluation.

A structured questionnaire was prepared covering the above areas of competencies.

All the responses were evaluated by the Nomination & Remuneration Committee as well as by the Board of Directors and the results reflected satisfactory performance.

The Directors expressed their satisfaction with the evaluation process.

The details of the evaluation process are set out in the Corporate Governance Report which forms part of this Annual Report.

Directors' Responsibility Statement

In pursuance of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Act had been followed and there are no material departures from the same;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on March 31, 2024;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts on a 'going concern' basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Compliance with Secretarial Standards

Your Directors confirm that pursuant to the provisions of Section 118(10) of the Act, the Company has complied with the applicable provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Particulars of Contracts or Arrangements with Related Parties

Your Company has adopted a "Policy on Related Party Transactions", in accordance with the provisions of the Act and Regulation 23 of the Listing Regulations, inter-alia, providing a framework for governance and reporting of Related Party Transactions including material transactions and threshold limits for determining materiality.

The said Policy is also available on the website of the Company at the web-link:

<https://www.refex.co.in/pdf/Policy-on-Related-Party-Transactions.pdf>.

All Related Party Transactions that were entered into during the financial year ended on March 31, 2024 were on an arm's length basis and in the ordinary course of business under Section 188(1) of the Act and the Listing Regulations.

Details of the transactions with Related Parties are provided in the accompanying financial statements note no. 38 of the Financial Statements, in compliance with the provision of Section 134(3)(h) of the Act.

All Related Party Transactions and subsequent material modifications are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and/ or entered in the ordinary course of business and are at arm's length.

There is no information regarding the particulars of contracts or arrangements entered by the Company with its related parties, which are required to be disclosed in **Form AOC-2**.

Auditor and Auditor's Report

Statutory Auditor

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules 2014, as amended, M/s. ABCD & Co., Chartered Accountants (ICAI Firm Registration No.: 016415S) were appointed as the Statutory Auditors of the Company at the 20th AGM held on September 23, 2022 for a term of five years till the conclusion of 25th Annual General Meeting of the Company.

Statutory Auditor's Report

The Auditor's Report does not contain any qualification, reservation, or adverse remark, which requires an explanation or comments by the Board.

Further, there were no frauds reported by the Statutory Auditor to the Audit Committee or the Board under Section 143(12) of the Act.

Secretarial Auditor & its Report

Pursuant to Section 204(1) of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors had appointed Mr. R Muthukrishnan, Practicing Company Secretary (FCS 6775 / C P No.: 3033) as the Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the financial year 2023-24.

The Secretarial Audit Report for the financial year ended March 31, 2024, in prescribed form MR-3, issued by the Secretarial Auditor, is annexed herewith as **Annexure - B** to this Report.

Cost Records and Cost Audit

Your Company has duly maintained cost accounts and records as specified by the Central Government under sub-section (1) of Section 148 of the Act and the relevant rules made thereunder.

Further, in compliance with Section 148 of the Act, the Board of Directors at its meeting held on August 03, 2023, had appointed M/s STARP & ASSOCIATES, (Cost Accounting Firm FRN: 004143) as Cost Auditors for the financial year 2023-24 to carry out the audit as required under Section 148 read with Rule 3 and 4 of the Companies (Cost Records and Audit) Rules, 2014 and subsequently, the remuneration payable to them was ratified at the 21st Annual General Meeting held on September 26, 2023.

The Board of Directors, at its meeting held on August 05, 2024, has re-appointed M/s STARP & Associates, (Cost Accounting Firm FRN: 004143) as Cost Auditors for conducting Cost Audit for the financial year 2024-25.

The Company has received consent from M/s STARP & ASSOCIATES, Practicing Cost Accountants, to serve as Cost auditors of the Company for the financial year 2024-25. The Company has also received necessary certificate under Section 141 of the Act, 2013 from them conveying their eligibility to act as a Cost Auditor.

A sum of not exceeding ₹69,000/- has been fixed by the Board as remuneration in addition to applicable taxes, out of pocket expenses, travelling and other expenses payable to them, for the financial year 2024-25, which is required to be approved and ratified by the members, at the ensuing AGM as per Section 148(3) of the Act.

Insolvency and Bankruptcy Code, 2016

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during financial year 2023-24.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The details of energy conservation, technology absorption, and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, are as under:

1) Conservation of energy & Technology absorption:

The Company does not engage in manufacturing activity involving energy-intensive processes except in the fleet operation where diesel is consumed as the prime fuel. We have taken significant steps in the reduction of diesel consumption through fleet hauling-root planning, technological integration with GPS and other digital tools (KT Telematics), and eliminating diesel proliferation. This is helping us in reducing our energy consumption to the tune of ~2-5% per tonnage of flash hauling but still, it is in the early stage of implementation and conclusive trends on energy saving will come at a later stage. We are also building a fleet of BS-IV-compliant heavy haulage vehicles that are fuel-efficient and environment friendly.

Coming to our refrigerant gas bottling plant at Thiruporur, we have done a complete transition of our energy requirement from the grid source of electricity to the in-house rooftop solar energy production. In this financial year, we commissioned a 50.76 KWp rooftop solar power plant at our Refrigerant gas factory. The plant uses 'Solex' make 545 WP, Mono PERC PV solar modules, and 'Growatt' make solar inverters. The solar power plant generates a maximum of 92,637 units per year offsetting 65 MT of CO₂ and is a significant step towards our Net Zero Goal through this energy transition program. Now our plant is operating 100 % on renewable solar energy. We have adjusted our production cycle so that the peak demand can be met during the peak hours of solar energy production. With this adjustment, we are now a net exporter of renewable solar energy to the grid.

2) Foreign Exchange Earnings and Outgo:

Foreign Exchange Earnings = NIL

Foreign Exchange Outgo = ₹3,902.30 lakh

Annual Return

The draft Annual Return of the Company as on March 31, 2024, in prescribed e-form MGT-7 in accordance with Section 92(3) read with Section 134(3)(a) of the Act, is available on the Company's website at <https://refex.co.in/pdf/Annual-Return-2023-2024.pdf>

Further, the Annual Return (i.e., e-form MGT-7) for financial year 2023-24 shall be filed by the Company with the Registrar of Companies, Chennai, within the stipulated period and the same can also be accessed thereafter on the Company's website at <https://www.refex.co.in/investors-information.php>.

Significant / Material Orders passed by the Regulators, Courts, and Tribunals affecting the Going Concern Status and Company's Operations in future

There is no significant/material order passed by the Regulators, Courts, or Tribunals affecting the going concern status and the Company's operations in the future other than the matters provided in the accompanying Financial Statements at Note No. 32.

Vigil Mechanism / Whistle Blower Policy

The Company has established a vigil mechanism and formulated a Whistle-Blower Policy, which is in compliance with the provisions of Section 177(9) & (10) of the Act and Regulation 22 of the Listing Regulations, to deal with instances of fraud and mismanagement, if any.

The Company, through this Policy, envisages to encourage the Directors and employees of the Company to report to the appropriate authorities any unethical behavior, improper, illegal, or questionable acts, deeds, actual or suspected fraud or violation of the Company's Codes of Conduct for the Directors and the Senior Management Personnel.

During the financial year 2023-24, no complaint was received and no individual was denied access to the Audit Committee for reporting concerns.

The Policy on Vigil Mechanism / Whistle-Blower Policy may be accessed on the Company's website at the link: https://www.refex.co.in/pdf/Whistle-Blower%20Policy_Vigil%20Mechanism.pdf.

Brief details of the establishment of Vigil Mechanism in the Company, is also provided in the Corporate Governance Report which forms part of this Report.

Internal Financial Controls

The Company has in place adequate internal financial controls commensurate with the size, scale, and complexity of its operations. During the year, such controls were tested and the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of March 31, 2024, and are operating effectively.

The Company has appointed a Practicing Chartered Accountant as an Internal Auditor, to ensure the effective functioning of internal financial controls and check whether the financial transaction flow in the organization is being done based on the approved policies of the Company.

The Management based, on the internal audit observations gives its comments to the Audit Committee.

Further, the Board of Directors of the Company has adopted various policies like Policy on Related Party Transactions, Vigil Mechanism, Policy on Determining Material Subsidiary for ensuring the orderly and efficient conduct of its business, for safeguarding of its assets for the prevention and detection of frauds and errors and for maintenance of adequate accounting records and timely preparation of reliable financial information.

Corporate Social Responsibility

At Refex, Corporate Social Responsibility has been an integral part of the business since its inception. Refex believes in making a difference to the lives of millions of people who are underprivileged.

It promotes Social and Economic inclusion by ensuring that marginalized communities have equal access to health care services, educational opportunities, and proper civic infrastructures. Corporate Social responsibility is embedded in the Refex ethos going hand in hand with the core business of the Company.

In compliance with requirements of Section 135(1) of the Act, the Board has constituted a Corporate Social Responsibility Committee ("**CSR Committee**") which comprises of the following, as on March 31, 2024:

S. No.	Name	Category
1.	Mr. Ramesh Dugar	Independent Director – Chairman
2.	Mr. Anil Jain	Chairman & Managing Director – Member
3.	Mr. Dinesh Kumar Agarwal	Non-Executive Director – Member

Further, the Company has laid down a Corporate Social Responsibility (CSR) Policy, which is available on the website of the Company and may be accessed at the web-link: <https://www.refex.co.in/pdf/CSR-Policy.pdf>.

The meetings of the CSR Committee, brief contents of CSR Policy, unspent amount and reason thereof, if any, and annual report on CSR activities carried out during the financial year 2023-24, in the format, prescribed under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as **Annexure – C**.

Particulars of Loans, Guarantees or Investments

Pursuant to Section 134(3)(g) of the Act, particulars of loans, guarantees or investments and securities provided under Section 186 of the Act, along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (please refer to Note Nos. 4, 11 & 36 to the Financial Statements).

Risk Management

Our Company is cognizant that effective risk management is core to a sustainable business. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Risk management framework has been provided in the Management Discussion and Analysis Report of the Company.

Prevention of Sexual Harassment at Workplace

The Company is committed to maintaining a productive environment for all its employees at various levels in the organization, free of sexual harassment and discrimination based on gender. Refex Group has framed a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the rules made thereunder ("**POSH Act**").

Refex Group has also set up Internal Complaints Committee(s) ('**ICCs**') for each workplace, which is in compliance with the requirement of the POSH Act, to redress the complaints received regarding sexual harassment, which has formalized a free and fair enquiry process with clear timeline.

During the period under review, there were no complaints received by the Committee.

Internal Committee of the Company has also filed Annual Return for the calendar year 2023 at their jurisdictional office, as required under Section 21(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013.

All employees in the organization are being made to attend the POSH awareness sessions which also covers gender sensitization. No pending complaints to be resolved for the financial year under review.

Business Responsibility & Sustainability Report

As stipulated under the Listing Regulations, the Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and governance perspective is attached voluntarily by the Company, as a part of the Annual Report and the said report will also be available on the website of the Company.

Listing with Stock Exchanges

The equity shares of the Company are listed on the following stock exchanges:

- (i) The BSE Limited (BSE): No. 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai- 400 001;
- (ii) The National Stock Exchange of India Limited (NSE): Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai- 400 051.

The Stock Codes allotted by these stock exchanges are as under:

Name	Code
BSE Limited	532884
National Stock Exchange of India Limited	REFEX

The Company has paid the annual listing fee for Financial Year 2024-25 to the BSE Limited and the National Stock Exchange of India Limited.

Depository Systems

Your Company's Shares are traded in dematerialization form only. For this purpose, your Company has obtained DEMAT connectivity (i.e., ISIN: International Security Identification Number) with both the depositories registered with SEBI, namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

So far, 99.99% of the equity shares have been dematerialized.

The ISIN allotted to the equity shares of the Company is INE056I01025.

Implementation of Corporate Action

During the year under review, the Company has not failed to implement any Corporate Action within the specified time limit.

Change in nature of business

There is no change in the nature of the business during financial year 2023-24.

Material Changes and Commitments, if any, affecting the Financial Position of the Company

There is no adverse material adverse material changes or commitments that occurred between the end of the financial year and the date of this report, which may affect the financial position of the Company or may require disclosure.

Significant Developments

The Company has achieved various milestones which have already been set out in the Management Discussion and Analysis forming part of the Annual Report.

Reporting Principle

The Financial and Statutory Data presented in this Report is in line with the requirements of the Companies Act, 2013 (including the rules made thereunder), Indian Accounting Standards (Ind-AS) and the Secretarial Standards.

Reporting Period

The Financial Information is reported for the period April 01, 2023 to March 31, 2024. Some parts of the Non-Financial Information included in this Board's Report are provided as of the date of this Report.

Other Disclosures

During the year under review, there was no instance of one-time settlement with any bank or financial institution.

Personnel

Your directors wish to place on record their sincere appreciation for the devoted services of all the employees and workers at all levels and for their dedication and loyalty, which has been critical for the Company's growth.

Acknowledgements

Your Company's organizational culture upholds professionalism, integrity, and continuous improvement across all functions as well as efficient utilization of the Company's resources for sustainable and profitable growth.

Your directors wish to place on record their appreciation for the valuable cooperation and support received from the Government of India, Government of Tamil Nadu, Government of Karnataka, Government of NCT of Delhi, other state governments/ departments/ authorities, and stakeholders such as, shareholders, customers, and suppliers. The Directors look forward to their continued support in the future.

The Directors thank HDFC Bank Limited, ICICI Bank Limited and other Banks for all co-operations, facilities, and encouragement they have extended to the Company.

Your directors acknowledge the continued trust and confidence you have reposed in the Company.

For and on behalf of the Board

Anil Jain

Chairman & Managing Director

DIN: 00181960

Place: Bengaluru

Date: August 05, 2024

List of Annexures

Annexure	Particulars of Annexure
A	Statement of Disclosure of Remuneration
B	Secretarial Audit Report - Form MR – 3
C	Report on Corporate Social Responsibility

ANNEXURE A

Statement of Disclosure of Remuneration

1) Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016: -

a) Ratio of the remuneration of each director to the median remuneration of all the employees of your Company for the Financial Year 2023-24 is as follows: -

S. No.	Name of Director	Category	Total Remuneration (₹)	Ratio of remuneration of Director to the Median remuneration
1.	Mr. Anil Jain	Managing Director	84,00,000	26.49:1
2.	Mr. Dinesh Kumar Agarwal	Non-Executive Director	Nil*	~
3.	Mr. Ramesh Dugar	Independent Director	3,00,000	0.95:1
4.	Mr. Krishnan Ramanathan**	Independent Director	1,55,000	0.49:1
5.	Mr. Sivaramakrishnan Vasudevan	Independent Director	2,80,000	0.88:1
6.	Ms. Susmitha Siripurapu	Non-Executive Director	1,50,000	0.47:1
7.	Ms. Latha Venkatesh***	Independent Director	45,000	0.14:1

*Mr. Dinesh Kumar Agarwal has waived off his entitlement to sitting fees.

** Mr. Krishnan Ramanathan resigned from his office w.e.f. November 30, 2023.

*** Ms. Latha Venkatesh was appointed as an Independent Director w.e.f. December 28, 2023.

Notes:

1. The information provided above is on standalone basis.
2. Remuneration to Directors includes sitting fees paid to Non-Executive Directors.
3. Median remuneration of the Company for all its employees is ₹ 3,17,063/- for the Financial Year 2023-24.

b) Percentage increase in remuneration of Managing Director, Chief Financial Officer and Company Secretary during the Financial Year 2023-24: -

S. No.	Name	Designation	Remuneration (₹)		Increase (%)
			2023-24	2022-23	
1.	Mr. Anil Jain	Managing Director	84,00,000	84,00,000	Nil
2.	Ms. Uthayakumar Lalitha	Chief Financial Officer	53,65,005	32,46,707	65.24
3.	Ms. G Divya	Company Secretary (w.e.f. September 30, 2022)	18,92,341	7,86,024	140.74*

*Mr. S. Gopalakrishnan, Company Secretary and Compliance Officer resigned from the services of the Company w.e.f. September 29, 2022, and remuneration shown is for part of the current year and further Ms. G Divya, Company Secretary and Compliance Officer was appointed w.e.f. September 30, 2022 and remuneration shown is for part of the year, hence not comparable with previous year. In view of the aforesaid, the figures and percentiles are not comparable.

Note: The percentile increase in remuneration is in line with the performance of the Company, prevailing industry pay scale, and appropriate market correction. There is no exceptional circumstance for an increase in remuneration.

Note: The remuneration paid to Director is within the overall limits approved by the shareholders.

c) Percentage increase in the median remuneration of all employees in the Financial Year 2023-24:

Particulars	Remuneration (₹)		Increase (%)
	2023-24	2022-23	
Median remuneration of all employees per annum	3,17,063	3,46,821	-8.58*

d) Number of permanent employees on the rolls of the Company as on March 31, 2024:

The number of permanent employees on the rolls of the Company as on March 31, 2024 were **234**.

e) Comparison of average percentile increase in the salaries of employees other than the key managerial personnel and the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	Remuneration (₹)		Increase (%)
	2023-24	2022-23	
Average salary of all employees (Other than Key Managerial Personnel)	4,54,285	5,19,928	-12.63*
Average Salary of Managing Director	84,00,000	84,00,000	-
Average Salary of CFO and Company Secretary	36,28,673	21,34,119	70.03

Confirmation: The percentile increase in remuneration is in line with the performance of the Company and the prevailing industry pay scale. There is no exceptional circumstance for an increase in remuneration.

* During the year under review, there were increase in number of employees due to fresh hiring and talent acquisition due to which the figures have undergone significant change hence not comparable.

- f) **The average percentile increase already made in the salaries of employees other than the Managerial Personnel in the previous financial year, and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration.**

The average salary of the employees has abated by 12.63%. The Managerial Remuneration are considered by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee in line with the Remuneration policy for the directors, Key Managerial Personnel and other employees after taking into account their individual qualifications, experience and other parameters. Wherever required approval of the shareholders is also obtained

- g) **Affirmation that the remuneration is as per the Remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration policy of the Company in respect of Directors, Key Managerial personnel and other employees.

- f) **Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016: -**

- h) **Names of the top ten employees of the Company in terms of remuneration drawn and the names of employees who were employed throughout the Financial Year 2023-24 and were paid remuneration not less than ₹1,02,00,000/-:**

It is forming part of this Report. However, the Annual Report is being sent to the members excluding the aforesaid information. The said information is available for electronic inspection during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

- i) **Names of the employees who were employed for a part of Financial Year 2023-24 and were paid remuneration not less than ₹8,50,000/- per month: Not Applicable.**

Notes:

- i. None of the employees is related to any Director of the Company.
- ii. None of above employees draws remuneration more than the remuneration drawn by Managing Director and holds by himself or along with his spouse and dependent children, not less than two percent of equity shares of the Company.

For and on behalf of the Board

Anil Jain

Chairman & Managing Director

DIN: 00181960

Place: Bengaluru

Date: August 05, 2024

Annexure - B

Secretarial Audit Report

Form No. MR-3

For the Financial Year ended 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,

Refex Industries Limited (CIN: L45200TN2002PLC049601)

2nd Floor, 313, Refex Towers

Sterling Road, Valluvar Kottam High Road,

Nungambakkam, Chennai – 600 034

Tamil Nadu

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Refex Industries Limited** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and representation made by the Management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: The members are requested to read this report along with my letter of even date placed as '**Annexure A**' to this report.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to me for the financial year ended on **31st March, 2024** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

- v. Other Specific law applicable to the company as per information provided by the company
 - a) Explosives Act 1884 and the Rules made there under for filling cylinders with compressed gas and for possession of cylinders filled with compressed gas.
 - b) Electricity Act, 2003 and Rules made thereunder in respect of Power Trading Business of the Company.
- vi. I am informed that for the financial year ended on 31st March, 2024 the Company was not required to maintain books, papers, minute books, forms and returns filed or other records according to the provisions of the following Regulations and Guidelines prescribed under the SEBI Act:
 - a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
 - b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- vii. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent applicable;
- viii. Secretarial Standards, SS-1 and SS-2 issued by The Institute of Company Secretaries of India in respect of conducting of Board Meetings and General Meetings, respectively;

I have also examined compliance with the applicable clauses of the following:

- i. The Listing Agreements entered into by the Company with following Stock Exchange(s),
 - a) National Stock Exchange of India Ltd; and
 - b) BSE Limited

During the period under review, to the best of my knowledge and belief and according to the information and explanation furnished to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors which includes woman directors. The following changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

1. Appointment of Mr. Krishnan Ramanathan (DIN 09854815) (who was earlier appointed by the Board as a non-executive independent cum additional director in its meeting held on 2nd February 2023) as an Independent Director by the company by way of special resolution passed in an Extra ordinary General Meeting held on 28th April 2023 in terms of Section 149 of the Companies Act, 2013.
2. Appointment of Mr. Sivaramakrishnan Vasudevan (DIN 02345708) (who was earlier appointed by the Board as a non-executive independent cum additional director in its meeting held on 31st March 2023) as an Independent Director by the company by way of special resolution passed in an Extra ordinary General Meeting held on 28th April 2023 in terms of Section 149 of the Companies Act, 2013
3. Appointment of Ms. Susmitha Siripurapu (DIN 09850991) (who was earlier appointed by the Board as a non-executive cum additional director in its meeting held on 2nd February 2023) as a Non-Executive Director by the company by way of ordinary resolution passed in an Extra ordinary General Meeting held on 28th April 2023 in terms of Section 152 and 160 of the Companies Act, 2013
4. Resignation of Mr. Krishnan Ramanathan (DIN 09854815) as an Independent Director on 30th November 2023 in terms of Section 168 of Companies Act, 2013 and taken on record by the Board in its meeting held on 30th November 2023
5. Appointment of Ms. Latha Venkatesh (DIN 06983347) as a Woman Independent cum Additional Director in the Board meeting held on 28th December 2023 in terms of Section 149 of the Companies Act, 2013 read along with Section 161 of the Companies Act, 2013 and subsequently appointed by the company as an independent director by way of special resolution passed on 1st March 2024 by way of postal ballot

6. Re Appointment of Mr. Ramesh Dugar (DIN No. 01686047) as an Independent Director for a second term for a period of 5 years commencing from 29th December 2023 in terms of Section 149 of the Companies Act, 2013 by way of special resolution passed on 1st March 2024 by way of postal ballot

Adequate notices were given to all the directors for the Board Meetings along with the agenda and detailed notes on agenda were sent at least seven days in advance and wherever meetings were held at shorter notice, necessary consents for shorter notices were obtained from Directors in terms of the Act and rules made thereunder as per the statutory requirements and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and I have been informed that there were no dissenting Board members' views that were required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period

- (i) the Company has no instance of Public/rights issue of securities. The company, during the year under review passed a special resolution in an Extra Ordinary General Meeting (EGM) held on 27th March 2024 authorizing the Board for issue of 50,00,000 equity shares on a preferential basis to one of the promoter entity at an issue price of Rs.125 per equity share of Rs. 2 each (including a premium of Rs.123 per equity share) and subsequently, the Board through its committee, allotted the said equity shares in its meeting held on 28th March 2024

By virtue of the above said allotment of equity share, the company has become a subsidiary company of one of its promoter entity, namely, Sherisha Technologies Private Limited, (CIN No: U74999TN2010PTC074345), Chennai as at the end of year under review.

In respect of above said preferential allotment made within the meaning of Section 62 read along with Section 42 of Companies Act, 2013 and rules made there under, the company has utilized the proceeds of the said issue before filing return of allotment as required under Section 42(8) of the Act

However the company through its officers has provided necessary information, explanation and documentary evidence and represented to the effect that utilization of proceeds before filing of return of allotment in E form PAS 3 was due to the reason the an earlier E form SH7 filed by the company on 11th March 2024 as required under Section 61 of the Act read along with Rule 15 of Companies(Share Capital and Debenture) Rules, 2014 for giving notice of the stock split of the company of Every 1(One) Equity Share of face Value Of Rs. 10/- (Rupees Ten Only) Each Into 5 (Five) Equity Shares of the Face Value Of Rs. 2/- (Rupees Two Only) Each, was kept under process at the portal of Ministry of Corp orate Affairs(MCA) and pending its approval, the return of allotment in E form PAS 3 could not be filed immediately after allotment and hence non filing of return of allotment before the utilization of proceeds was due to reasons which was totally beyond the control of the company and was neither deliberate nor intentional and the company had also taken follow up actions with MCA to get the earlier E form SH 7 approved.

In my opinion the representation provided by the company as aforesaid is reasonable and is evidenced by records.

During the year under review, the company passed a special resolution authorizing the Board for issue of 1,25,75,000 warrants convertible into equity shares carrying a face value of Rs.2 per warrant at a issue price of Rs.125 per warrant to one of the promoter entity and later exchangeable into equity share carrying a face value of Rs.2 each at a price of Rs.125 per equity share(including a premium of Rs.123 per equity share) in the ratio of one equity share for one warrant.

The company has, during the year under review, granted 3,43,024 options to its eligible employees under the Refex Employee Stock Option Scheme 2021 (Refex ESOP Scheme 2021). The Nomination and Remuneration Committee (NRC) also allotted 29,254 equity shares of Rs.10 each upon completion of the minimum vesting period to eligible employees in terms of Refex ESOP Scheme 2021 at a price of Rs.102 per equity shares including a premium of Rs.92 per equity share, (The adjusted number equity shares allotted by way of ESOP allotment is 1,46,270 equity shares of Rs2 each consequent to stock split as mentioned below)

- (ii) the Company has no instance of Redemption / buy-back of securities;
- (iii) the Company has no instance of Merger / Amalgamation / Reconstruction etc.;
- (iv) the Company has no instance of Foreign Technical collaborations;
- (v) The Company has taken following major decision(s) during the year by way of passing Resolutions through Postal ballot passed on 1st March 2024 and by way of Special Resolutions passed at the EGM held on 27th March 2024
 - Amendment to Capital Clause of Memorandum of Association by way of ordinary resolutions for Sub-Division/Split of Every 1(One) Equity Share of face Value of Rs. 10/- (Rupees Ten Only) Each Into 5 (Five) Equity Shares of the Face Value of Rs. 2/- (Rupees Two Only) Each (Resolution passed by way of postal ballot) and subsequently the Board fixed the record date as 22nd March 2024 for effecting the stock split
 - The company passed a special resolution in the Extra Ordinary General Meeting held on 27th March 2024 for amending the Main Object Clause forming part of the Memorandum of Association of the company and the amendment has been registered with Registrar of Companies as on date of this report

Place: Chennai
Date: July 10, 2024

R Muthu Krishnan
Practicing Company Secretary
FCS No. 6775; CP No. 3033
Peer Review No.2048/2022
UDIN: F006775F000704769

Annexure A to Secretarial Audit Report

To
The Members,
Refex Industries Limited, (CIN: L45200TN2002PLC049601),
2nd Floor, 313, Refex Towers
Sterling Road, Valluvar Kottam High Road,
Nungambakkam, Chennai – 600 034
Tamil Nadu

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: July 10, 2024

R Muthu Krishnan
Practicing Company Secretary
FCS No. 6775; CP No. 3033
Peer Review No.2048/2022

Annexure - C

Report on Corporate Social Responsibility

1. Brief outline on CSR Policy of the Company

At Refex, Corporate Social Responsibility has been integral part of the business since its inception. Refex believes in making a difference to the lives of people who are under privileged. It promotes Social and Economic inclusion by ensuring that marginalized communities have equal access to health care services, educational opportunities, and proper civic infrastructures. Corporate Social responsibility is embedded in the Refex ethos going hand in hand with the core business of the Company. Refex is committed to further capacity building, empowerment of communities, inclusive socio-economic growth, environment protection, promotion of green and energy efficient technologies, development of backward regions and upliftment of the marginalized and underprivileged sections of the society.

The Board of Directors of the Company at its meeting held on August 13, 2019, has adopted the Corporate Social Responsibility (CSR) Policy of your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which was further amended by the Board of Directors of the Company, at its meeting held on May 06, 2022, on the recommendation of the CSR Committee to be effective from April 01, 2022.

The Board has identified the following CSR activities, around which your Company shall be focusing:

- i Eradicating hunger, poverty and malnutrition, “promoting health care including preventive health care” and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- ii Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- iii Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- v Contribution to the prime minister’s national relief fund or Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- vi Rural development projects;
- vii Slum area development;
- viii Disaster management, including relief, rehabilitation and reconstruction activities.

2. The composition of the CSR Committee:

The composition of the CSR Committee, CSR Committee meetings and attendance during the financial year ended March 31, 2024, are as under:

S. No.	Name of the Director	Designation	Position	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
1.	Mr. Ramesh Dugar	Independent Director	Chairman	02	02
2.	Mr. Anil Jain	Managing Director	Member	02	02
3.	Mr. Dinesh Kumar Agarwal	Non-Executive Director	Member	02	02

3. Web-link where Composition of CSR committee, CSR Policy are disclosed on the website of the company:

- Composition of CSR committee: <https://www.refex.co.in/management.php>.
- CSR Policy: <https://www.refex.co.in/pdf/CSR-Policy.pdf>.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable, since the average CSR obligations of the Company, in the three immediately preceding financial years were less than rupees ten crore.

5. A) Average Net Profit of the company as per Section 135(5): ₹9443.35 lakh
 B) Two percent of average net profit of the company as per Section 135(5): ₹188.87 lakh
 C) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 D) Amount required to be set-off for the financial year, if any: ₹8.50 lakh
 E) Total CSR obligation for the financial year (5b+5c-5d): ₹180.36 lakh
6. A) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹180.98 lakh
 B) Amount spent in Administrative Overheads: NIL
 C) Amount spent on Impact Assessment, if applicable: Not Applicable
 D) Total amount spent for the Financial Year (a+b+c): ₹180.98 lakh
 E) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ In Lakh)	Amount Unspent (₹ In Lakh)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
180.98	Nil	Nil	Nil	Nil	Nil

F) Excess amount for set-off, if any:

S. No.	Particulars	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	188.87
(ii)	Amount to be Set-Off for the financial year	8.50
(iii)	Total adjusted Obligation for the financial year	180.37
(iv)	Total amount spent for the financial year	180.98
(v)	Excess amount spent for the financial year [(iv)-(iii)]	0.61
(vi)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not Applicable
(vii)	Amount available for set off in succeeding financial years [(iv)-(iii)]	0.61

7. Details of Unspent CSR amount for the preceding three financial years:

(Rs in Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135	Balance Amount in Unspent CSR Account under sub-section (6) of section 135	Amount Spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Date of Transfer	Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
Nil								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year (Yes/No): No

If yes, enter the number of Capital assets created/ acquired: Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner			
					CSR Registration Number, if applicable	Name	Registered address	
(1)	(2)	(3)	(4)	(5)	(6)			
Not Applicable								

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable.

For and on behalf of the **Corporate Social Responsibility Committee**
of the Board of Directors of **Refex Industries Limited**

Anil Jain

Chairman, Managing Director

Member - CSR Committee

DIN – 00181960

Place: Bengaluru

Sivaramakrishnan Vasudevan

Independent Director

Chairman - CSR Committee

DIN – 02345708

Place: Chennai

Date: August 05, 2024

CORPORATE GOVERNANCE REPORT

The Corporate Governance report for the financial year 2023-24 (“**FY 2023-24**”), which forms part of the Directors’ Report, is prepared in accordance with Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

Corporate Governance is a set of standards which aims to improve the Company’s image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large.

Your Company is committed to the highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders. Your Company believes that strong Corporate Governance is indispensable to resilient and vibrant capital markets and investor protection rests on this foundation.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable, with regard to Corporate Governance.

A report on compliance with the implementation of Regulation 34(3) read with Chapter IV and Schedule V to the Listing Regulations is given below:

1) Refex Industries Limited (‘Refex’) Philosophy on Corporate Governance

Corporate Governance represents the value, ethical and moral framework under which business decisions are taken. The investors want to be sure that not only is their capital handled effectively and adds to the creation of wealth, but the business decisions are also taken in a manner, which is not illegal or involves moral hazard.

Our Company perceives good corporate governance practices as key to sustainable corporate growth and long-term shareholder value creation. The primary objective is to develop and adhere to a corporate culture of harmonious and transparent functioning, increasing employee and client satisfaction and enhancing shareholders’ wealth by developing capabilities and identifying opportunities that best serve the goal of value creation.

2) Board of Directors

The composition of the Board is in conformity with Regulation 17 and 17A of the Listing Regulations as well as the Companies Act, 2013 (“**Act**”).

As on March 31, 2024, the Company had 06 (six) directors on the Board with an optimum combination of Executive, Non-Executive and Independent Directors.

As on March 31, 2024, more than 50 (fifty) percent of the Board comprised of Non-Executive Directors.

Out of 6 (six) Directors, 01 (one) is Promoter & Managing Director (Chairman), 02 (two) are Non-Executive Directors including 01 (one) Woman Director and 03 (three) are Non-Executive Independent Directors including 01 (one) Woman Director.

During the year under review, the Company had Mr. Anil Jain, Managing Director as the Chairman of the Board.

The Directors take active part in the deliberations at the Board and committee meetings by providing valuable guidance and expert advice to the Management on various aspects of business, policy direction, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision-making process of the Board of Directors.

All the Independent Directors of the Company have confirmed that they satisfy the criteria of Independence as indicated in the Act and the Listing Regulations including any statutory modification/enactments thereof.

They have also confirmed their registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs in compliance with the requirements of Section 150 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Detailed profile of each of the Directors is available on the website of the Company at <https://www.refex.co.in>.

The members on the Board possess adequate experience, expertise and skills necessary to manage the affairs of the Company in the most efficient manner.

The Board periodically evaluates the need for change in its size and composition.

A certificate from a practicing company secretary as required under Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of the Company, is enclosed and forms part of this Report.

Board/Committees Procedures and flow of information

The Board meets at least once in a quarter to, inter-alia, review quarterly standalone and consolidated financial results/ statements, compliance report(s) of all laws applicable to the Company, regulatory developments, minutes of the Board Meetings of subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiary company, any other proposal from the management etc.

The maximum gap between any two Board/ committee meetings is within the stipulated period under the provisions of the Act and the Listing Regulations.

Additional meetings are held whenever necessary. In case of matters requiring urgent approval of the Board, resolutions are passed through circulation.

The Company also provides video conferencing facility to its directors to enable them to participate in the discussions held at the meetings, when it may not be possible for them to be physically present for the meeting.

The agenda for the meetings is circulated well in advance to the Directors to ensure that sufficient time is provided to Directors to prepare for the meeting. Under certain circumstances, the agenda for the meetings was also sent at a shorter notice due to operational exigencies.

Information placed before the Board

The Board has complete access to all information of the Company, including inter-alia, the minimum information required to be made available to the Board as prescribed under Part A of Schedule II to the Listing Regulations.

The Directors and Functional Heads of the Company make presentations to the Board on matters including but not limited to the Company's performance, strategic plans, quarterly and annual financial results, compliance reports, etc.

The important decisions taken at the Board/ committee meetings are communicated to the concerned departments/ divisions.

The Company adheres to the provisions of the Act read with the Rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its committees and the general meetings of the shareholders of the Company.

2.1 Board Meetings

During the financial year ended March 31, 2024, 10 (ten) Board meetings were held, i.e., on May 18, 2023, August 03, 2023, October 12, 2023, October 20, 2023, November 08, 2023, November 30, 2023, December 28, 2023, January 24, 2024, February 08, 2024 and March 02, 2024.

The requisite quorum was present for all the meetings held during the year under review.

The last annual general meeting (AGM) was held on September 26, 2023.

Mr. Anil Jain, Chairman & Managing Director of the Company and Member of the Corporate Social Responsibility ('CSR') Committee, Mr. Dinesh Kumar Agarwal, Non-Executive Director, member of the Audit Committee, Nomination & Remuneration Committee ('NRC'), Stakeholders Relationship Committee ('SRC') and CSR Committee, Ms. Susmitha Siripurapu, Non-Executive Director, Mr. Ramesh Dugar, Independent Director, Chairperson of Audit Committee, NRC, SRC and CSR Committee, Mr. Krishnan Ramanathan¹, Independent Director, member of Audit Committee, NRC and SRC and Mr. Sivaramakrishnan Vasudevan Independent Director, member of the Audit Committee, NRC and SRC were present at the last AGM of the Company.

¹Mr. Krishnan Ramanathan resigned w.e.f. November 30, 2023

The attendance of each Director at the meetings of the Board of Directors held during the financial year under review as well as in the last AGM and the number of directorships held by them, as at 31st March, 2024, are as under:

Name of the Director	DIN	Category	Total No. of Directorships [§]	No. of Board Meetings		Attended last AGM (September 26, 2023)	Shareholding in the Company
				Entitled to Attend	Attended		
Mr. Anil Jain	00181960	PD [MD]	16	10	10	Yes	Nil
Mr. Dinesh Kumar Agarwal	07544757	NED	20	10	10	Yes	Nil
Mr. Ramesh Dugar	01686047	NEID	04	10	10	Yes	Nil
Ms. Susmitha Siripurapu	09850991	NED	01	10	10	Yes	Nil
Mr. Sivaramakrishnan Vasudevan	02345708	NEID	01	10	10	Yes	Nil
Mr. Krishnan Ramanathan ¹	09854815	NEID	00	05	05	Yes	Nil
Ms. Latha Venkatesh ²	06983347	NEID	04	03	03	NA	Nil

[§]The number of directorships held by the Directors as mentioned above does not include directorship of foreign companies, Section 8 companies, if any.

¹Mr. Krishnan Ramanathan resigned w.e.f. November 30, 2023

²Ms. Latha Venkatesh appointed w.e.f. December 28, 2023

[NEID - Non-Executive Independent Director, PD - Promoter Director, MD - Managing Director, NED-Non-Executive Director]

2.2 Directorship in other companies/ committee position (excluding Refex Industries Limited) as at March 31, 2024:

S. No.	Name of Director & Category	Directorship in Listed Companies along with Category	Committee Position(s) *		
			Name of Company	Name of Committee	Position
1	Mr. Anil Jain (Executive)	Refex Renewables & Infrastructure Limited – Non-Executive	Refex Renewables & Infrastructure Limited	Stakeholders' Relationship Committee	Member
2	Mr. Dinesh Kumar Agarwal (Non-Executive)	-	-	-	-
3	Mr. Ramesh Dugar (Independent)	-	-	-	-
4	Ms. Susmitha Siripurapu (Non-Executive)	-	-	-	-
5	Mr. Sivaramakrishnan Vasudevan (Independent)	-	-	-	-
6	Ms. Latha Venkatesh (Independent)	-	Torrid Solar Power Private Limited	Audit Committee	Chairperson
			Sherisha Solar SPV Two Private Limited	Audit Committee	Chairperson
			Sherisha Rooftop Solar SPV Four Private Limited	Audit Committee	Chairperson

*Audit Committee and Stakeholders' Relationship Committee positions are only considered.

None of the Directors on the Board holds directorships in more than ten public companies and memberships in more than ten committees and none of them acts as chairperson of more than five committees across all public limited companies in which he/she is director, in terms of the limits stipulated under the Act and the Listing Regulations.

None of the Directors serves as a director or independent director in more than seven listed entities.

Necessary disclosures have been made by all the Directors regarding their board / committee positions.

2.3 Disclosure of relationship between directors inter-se

None of the Directors of the Company is related to each other.

2.4 Number of shares and convertible instruments held by Non-Executive Directors

None of the Non-Executive Directors holds any share or convertible instrument in the Company as on March 31, 2024.

2.5 Evaluation of Board

Listing Regulations mandate the board of listed companies to monitor and review the Board Evaluation framework. Section 134(3) of the Act read with the Rule 8 of the Companies (Accounts) Rules, 2014 issued thereunder further provides that formal annual evaluation needs to be made by the board of its own performance and that of its committees and individual directors.

Schedule IV to the Act and Regulation 17(10) of the Listing Regulations states that the performance evaluation of independent directors shall be done by the entire board of directors, excluding the director being evaluated.

After taking into consideration the Guidance Note on Performance Evaluation of Board dated January 05, 2017 published by SEBI, the response to questionnaires were submitted by the Board members evaluating the performance of the Board, various Committees of the Board and individual performance of each Director of the Company.

The Questionnaires for evaluation of performance of the Directors were prepared based on various aspects which amongst other parameters included the level of participation of the Directors, understanding of the roles and responsibilities of Directors, understanding of the business and competitive environment in which the Company operates, understanding of the strategic issues and challenges for the Company, protecting the legitimate interest of the Company, shareholders and employees, implementation of best corporate governance practice etc.

The parameters for performance evaluation of Board included composition of the Board, process of appointment to the Board of directors, common understanding that the different Board members have understanding of the roles and responsibilities of the Board, timeliness for circulating the board papers, content and the quality of information provided to the Board, attention to the Company's long term strategic issues, evaluating strategic risks, overseeing and guiding major plans of action, acquisitions, divestment etc.

Some of the performance indicators for the Committees include understanding of the terms of reference, effectiveness of the discussions at the Committee meetings, information provided to the Committee to discharge its duties and performance of the Committee vis-à-vis its responsibilities, composition of the Committee with the appropriate mix of experience, knowledge and skills.

Pursuant to Regulation 17(10) of the Listing Regulations, the performance evaluation of independent directors was done by the entire Board of Directors excluding independent director being evaluated. Broad parameters for reviewing the performance of Independent Directors amongst other included participation at the Board/Committee meetings, understanding their roles and responsibilities and business of the Company, effectiveness of their contribution/ commitment, effective management of relationship with stakeholders, integrity and maintaining of confidentiality, exercise of independent judgment in the best interest of the Company, ability to contribute and monitor corporate governance practice, adherence to the code of conduct for independent directors, bringing independent judgement during board deliberations on strategy, performance, risk management, etc.

Basis the feedback received on questionnaire from all the Directors, the performance of the Board as a whole, Committees of the Company and individual directors was found satisfactory.

2.6 Independent Directors

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

The Company has issued the formal letter of appointment to the Independent Directors in the manner provided under the Act and the Listing Regulations

Brief resume, nature of expertise, disclosure of relationships between directors inter-se, details of directorships and committee membership held in other companies of the Directors proposed to be appointed/ re-appointed, along with their shareholding in the Company, as stipulated under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is appended as an Annexure to the Notice convening the ensuing AGM.

Members of the Company had approved the appointment of Mr. Krishnan Ramanathan, Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from February 02, 2023 to February 01, 2028 and Mr. Sivaramakrishnan Vasudevan was appointed as a Non-Executive Independent Director for a period of five consecutive years up to March 30, 2028.

Further, Mr. Krishnan Ramanathan, Non -Executive Independent Director had resigned from his office with effect from November 30, 2023 for taking up a judicial assignment with TNRERA. He has confirmed that there are no other material reasons for his resignation other than those provided in his resignation letter.

Further, the Board of Directors at its meeting held on December 28, 2023, had appointed Ms. Latha Venkatesh as Non-Executive Independent Director to hold office for a term of five consecutive years with effect from December 28, 2023 to December 27, 2028 which was approved by the members by way of postal ballot dated March 01, 2024. Further, through the same postal ballot, Mr. Ramesh Dugar was re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from December 29, 2023 to December 28, 2028.

2.7 Meeting of Independent Directors

Schedule IV to the Act mandates that the Independent Directors of the Company hold at least one meeting in a financial year, without the attendance of non-independent directors or management personnel. All Independent Directors strive to be present at such meetings.

During the financial year 2023-24, 1 (one) meeting of the Independent Directors was held on March 30, 2024.

The meeting of the Independent Directors was attended by all the 3 (Three) Independent Directors, Mr. Ramesh Dugar, Mr. Sivaramakrishnan Vasudevan and Ms. Latha Venkatesh.

Independent Directors, at their meeting, interact and discuss matters including review of the performance of the Non-Independent Directors and the Board as a whole, taking into account views of Executive/Non-Executive Directors and assessing the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

2.8 Familiarization Programme for Independent Directors

Regulation 25(7) of the Listing Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes.

The Company through its Managing Director/Senior Managerial Personnel conduct programmes/presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

Such programmes/presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finances, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time.

The above programmes also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The Familiarization Programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations is uploaded on the website of the Company and can be accessed through the following link: https://www.refex.co.in/pdf/Familiarization_Programme_for_Independent_Directors.pdf

2.9 List of Core Skills/ Expertise/ Competencies as required in the Context of Business and Sector(s) of the Company

The Board has identified the names of the Directors possessing the skills/expertise/competencies fundamental for the effective functioning for its various business verticals viz. Refrigerant Gases, Solar Power, Coal & Ash handling, Power Trading and Other businesses:

S. No.	Skills/Expertise/Competence identified by the Board of Directors	Actually, available with the Board of Directors	Name of Director with relevant Skill/ Expertise/ Competency
1	Industry knowledge/ experience	Yes	Mr. Anil Jain
			Mr. Dinesh Kumar Agarwal
			Ms. Susmitha Siripurapu
2	Technical skills/experience	Yes	Mr. Dinesh Kumar Agarwal
			Ms. Susmitha Siripurapu
			Mr. Anil Jain
	Marketing	Yes	Ms. Susmitha Siripurapu
			Mr. Anil Jain
			Mr. Ramesh Dugar
	Accounting and Finance	Yes	Mr. Sivaramakrishnan Vasudevan
			Mr. Anil Jain
			Mr. Dinesh Kumar Agarwal
			Mr. Ramesh Dugar
			Ms. Latha Venkatesh
			Mr. Sivaramakrishnan Vasudevan
	Compliance and Risk	Yes	Mr. Anil Jain
			Ms. Latha Venkatesh
			Ms. Susmitha Siripurapu
Mr. Dinesh Kumar Agarwal			
Mr. Ramesh Dugar			
Mr. Ramesh Dugar			
3	Behavioral Competencies	Yes	All the Directors of the Company
			Mentoring abilities
	Integrity and ethical standards	Yes	Mr. Anil Jain
			Mr. Dinesh Kumar Agarwal
			All the Directors of the Company
4	Global Business/ International expertise	Yes	Mr. Anil Jain
			Mr. Dinesh Kumar Agarwal
5	Governance	Yes	All the Directors of the Company

3) Committees of the Board

In terms of the Listing Regulations, the Board of your Company has constituted the following Committees as mandatorily required under the provisions of the Act and the Listing Regulations:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The composition of various Committees of the Board of Directors is also available on the website of the Company and web link for the same is <https://www.refex.co.in/management.php>.

3.1 Audit Committee

The terms of reference of the Audit Committee covers the areas mentioned in Section 177 of the Act and Regulation 18 read with Part C of Schedule II to the Listing Regulations

The brief description of terms of references of Audit Committee is as under:

- a. Reviewing the Company's financial reporting process and the disclosure of its financial information to ensure the financial statement is correct, sufficient and credible;
- b. Reviewing with the management, external and internal auditors, the adequacy of internal audit function, the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit, significant findings by internal auditors and follow-up thereon;
- c. Recommending the appointment, terms of appointment and removal of auditors and the fixation of audit fees, including, payment to Statutory Auditors for any other services rendered and any other related payments;
- d. Reviewing the Statutory and Internal Auditor's independence and performance and scrutinizing the effectiveness of the entire Audit process;
- e. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- f. Reviewing, with the management, the quarterly and annual financial statements and the Auditors' report before submission to the Board for approval, focusing primarily on:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report;
 - b. Compliance with accounting standards and changes in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on exercise of judgment by Management;
 - d. Audit qualifications and significant adjustments arising out of audit;
 - e. Significant adjustments made in the financial statements arising out of Audit findings;
 - f. Compliance with listing and other legal requirements relating to financial statements;
 - g. Disclosure of any related party transactions;
 - h. Modified opinion(s) in the draft audit report;
 - i. Reviewing draft audit report in the format of Key Audit Matters.
- g. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- h. To review statement of deviations:
- quarterly statement of deviation(s), including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) SEBI Listing Regulations;
 - annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.
- i. Discussing with external auditors, nature and scope of audit as well as having post-audit discussions;
- j. Reviewing the Company's financial and risk management systems;
- k. Reviewing Whistle Blower Mechanism (Vigil mechanism as per of the Companies Act, 2013);
- l. Approving any transactions or subsequent modifications of transactions with related parties;
- m. Reviewing inter-corporate loans and investments;
- n. Reviewing valuation of undertakings or assets of the Company, if required;
- o. Reviewing financial statements and investments made by subsidiary companies;
- p. Evaluating reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;
- q. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations;
- r. Approving the appointment of CFO after assessing the qualification, experience, background, etc. of the candidate;
- s. Reviewing the following information:
- management discussion and analysis of financial condition and results of operations;
 - statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - management letters/letters of internal control weaknesses issued by the statutory auditors;
 - internal audit reports relating to internal control weaknesses; and
 - the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- t. Reviewing compliance with the provisions of the Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company and applicable SEBI Regulations and to verify that the systems for internal controls are adequate and are operating effectively and to amend, modify, interpret the Code;
- u. To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- v. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- w. To do all acts, deeds and things as may be necessary for effective implementation of the foregoing acts.

The composition of the Audit Committee is in line with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have requisite experience in financial management.

Mr. Ramesh Dugar, Non-Executive Independent Director is the Chairman of the Audit Committee. The Company Secretary acts as Secretary to the Committee.

Upon invitation, the CFO and the Statutory Auditors of the Company attend the meetings of the Audit Committee.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

During the financial year ended March 31, 2024, the Audit Committee met 07 (seven) times, i.e., on May 18, 2023, May 29, 2023, August 03, 2023, October 12, 2023, October 20, 2023, November 08, 2023 and February 08, 2024.

The composition of the Audit Committee and details of meetings attended by its members during the financial year ended March 31, 2024, are given below: -

Name of Director	Position	No. of Meetings	
		Entitled to attend	Attended
Mr. Ramesh Dugar	Chairman	7	7
Mr. Dinesh Kumar Agarwal	Member	7	7
Mr. Krishnan Ramanathan	Member (ceased w.e.f. 30.11.2023)	6	6
Mr. Sivaramakrishnan Vasudevan	Member	7	7

Reporting of Internal Auditor

The Internal Auditor of the Company attends meetings of the Audit Committee and findings of Internal Audits, if any, are reported directly to the Audit Committee.

3.2 Nomination and Remuneration Committee

The Nomination and Remuneration Committee (“NRC”) has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

NRC, amongst others, is responsible for determining the Company’s policy on recruitment and remuneration of Directors/KMPs, Senior Management Personnel and other employees of the Company.

The terms of reference of the NRC covers the areas mentioned in Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II to the Listing Regulations

The brief description of term of reference of NRC, amongst others, includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of Independent Directors and the Board;
 - Reviewing whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
 - Devising a policy on Board diversity;
 - Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
 - Administration of Employee Stock Option Scheme(s);
 - Recommend to the Board, all remuneration, in whatever form, payable to senior management, i.e. all

members of management one level below the Chief Executive Officer/Managing Director/Whole-time Director/manager (including Chief Executive Officer/ manager, in case they are not part of the Board);

- i. Succession Planning of the CXO team;
- j. To do all acts, deeds and things as may be necessary for effective implementation of the foregoing acts.

Mr. Ramesh Dugar, Non-Executive Independent Director is the Chairman of the NRC Committee. The Company Secretary acts as Secretary to the Committee.

During the financial year ended March 31, 2024, the Nomination & Remuneration Committee met 05 (five) times, i.e., on May 18, 2023, September 12, 2023, November 30, 2023, December 28, 2023 and February 02, 2024.

The composition of the NRC Committee and details of meetings attended by its members during the financial year ended March 31, 2024, are given below:

Name of Director	Position	No. of Meetings	
		Entitled to attend	Attended
Mr. Ramesh Dugar	Chairman	5	5
Mr. Krishnan Ramanathan	Member (ceased w.e.f. 30.11.2023)	2	2
Mr. Sivaramakrishnan Vasudevan	Member	5	5
Mr. Dinesh Kumar Agarwal	Member	5	5

Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for independent directors are determined by the NRC Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director in meetings, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

Performance evaluation of the Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The Directors expressed their satisfaction with the evaluation process.

Remuneration Policy

The Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The Policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The Remuneration Policy applies to Directors, Senior Management Personnel including its Key Management Personnel (KMPs) and other employees of the Company. When considering the appointment and remuneration of Executive Directors, the NRC Committee inter-alia considers pay and employment conditions in the industry, merit and seniority of person and the paying capacity of the Company.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

The Nomination and Remuneration Committee also administers, implements and superintend the Refex Employee Stock Option Scheme – 2021 ("**Scheme**" or "**ESOP 2021**").

Remuneration of Executive Directors

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and also remuneration based on net profit (variable component) to its Managing Director. Annual increments, if any, are recommended by the Nomination, & Remuneration Committee (NRC) within the salary scale approved by the Board and Shareholders of the Company.

The Board of Directors, on the recommendation of the NRC, decides the variable component payable to the Managing Director out of the net profits for the financial years and within the ceilings prescribed under the Act, considering the criteria such as the market standards, financial performance, liquidity etc. of the Company.

Details of fixed components and performance linked incentives along with the performance criteria

The details of fixed components are mentioned as below and there is no performance linked incentive along with the performance criteria for Managing Director as on March 31, 2024. However, the net profit-based commission is determined on the basis of financial performance of the Company and approved by the NRC and the Board of Directors, after the declaration of the annual financial results for the relevant financial year.

No profit-based commission has been paid to the Managing Director for the financial year 2023-24.

Remuneration to Executive Director:

Name of Director	Category	Salary, Perquisites & Allowances (₹)	No. of Stock options granted	Total (₹)
Mr. Anil Jain	Managing Director	84,00,000	-	84,00,000

Service contracts, notice period, severance fees

The appointment of the Managing Director is governed by resolutions passed by the shareholders of the Company, which covers the terms and conditions of such appointment read with the service rules of the Company. A separate service contract is not entered into by the Company with the Managing Director.

The office of the Managing Director may be terminated by the Company or by the Managing Director by giving the other 6 (six) months' prior notice in writing. No severance fee is payable to any Director.

Remuneration of Non-Executive Directors

During the year under review, the Company paid sitting fees of ₹15,000/- and ₹10,000/- per meeting of Board and committees, respectively to its Non-Executive Directors, including Independent Directors, for attending meetings of the Board and/or the committees thereof.

The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

Details of pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company

Except sitting fee payable to Non-Executive Directors, for attending the Board and/or its committee meetings, there is no other pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company.

Criteria of making payments to Non-Executive Directors

The Non-Executive Directors are entitled to sitting fees for attending meetings of the Board and/or its committees. The details of remuneration paid to the Executive and Non-Executive Directors during the FY 23-24 are given below:

Remuneration to Non-Executive / Independent Directors:

Name of Director	Sitting Fee	Total (₹)
Non-Executive Directors		
Ms. Susmitha Siripurapu	1,50,000	1,50,000
Independent Directors		
Mr. Ramesh Dugar	3,00,000	3,00,000
Mr. Krishnan Ramanathan (ceased w.e.f. November 30,2023)	1,55,000	1,55,000
Mr. Sivaramakrishnan Vasudevan	2,80,000	2,80,000
Ms. Latha Venkatesh (appointed w.e.f. December 28, 2023)	45,000	45,000
Total		9,30,000

Note: Mr. Dinesh Kumar Agarwal, Non- Executive Director has waived off his right to receive the sitting fees for attending Board /Committee meetings.

Remuneration of KMPs/ Senior Management

Remuneration of KMPs and Senior Management Personnel is recommended by the NRC Committee and approved by the Board of Directors. The remuneration of other employees is fixed as per principles outlined above and prevailing HR Policies of the Company.

The Remuneration policy is available on <https://www.refex.co.in/pdf/Nomination-Remuneration-Policy.pdf>

Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

The details of stock options issued to employee and directors of the Company during the FY ended March 31, 2024 and necessary disclosures are placed on the website of the Company at <https://www.refex.co.in/pdf/ESOP-Disclosure-2024.pdf>

3.3 Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee (**SRC**), covers the areas mentioned in Section 178(5) of the Act and Regulation 20 read with Part D (B) of Schedule II to the Listing Regulations, which, inter-alia includes:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

This Committee particularly looks into the investors grievances and oversees the performance of the Share Department/Share Transfer Agent and to ensure prompt and efficient investors' services.

During the financial year ended March 31, 2024, the Stakeholders' Relationship Committee met 01 (One) time on March 23, 2024.

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

Mr. Ramesh Dugar, Non-Executive Independent Director was the Chairman of the SRC. The Company Secretary acts as Secretary to the Committee.

The composition of the SRC and details of meetings attended by its members during the financial year ended March 31, 2024, are given below:

Name of Director	Position	No. of Meetings	
		Entitled to attend	Attended
Mr. Ramesh Dugar	Chairman	1	1
Mr. Krishnan Ramanathan	Member (ceased w.e.f. November 30, 2023)	-	-
Mr. Dinesh Kumar Agarwal	Member	1	1
Mr. Sivaramakrishnan Vasudevan	Member	1	1

Nature of Complaints and Redressal Status

During FY24, the complaints and queries received by the Company were general in nature, which include issues relating to non-receipt of dividend warrants, annual reports, shares, transfer/ transmission of shares, loss of shares etc. and were resolved to the satisfaction of the shareholders.

Details of complaints received and attended to during FY24 are given below:

Number of Shareholders' complaints received during FY24	NIL
Number of complaints not resolved to the satisfaction of shareholders as on March 31, 2024	NIL
No. of pending complaints as at March 31, 2024	NIL

The Company has attended the investor's grievances/correspondence within a period of 21 days from the date of receipt of the same during FY24 except in cases which are constrained by disputes and legal impediments.

There were no investor grievances remaining unattended/pending as at March 31, 2024.

Ms. G Divya, Company Secretary and Nodal Officer of the Company has resigned from her office w.e.f. May 31, 2024.

The Board, in its meeting held on May 24, 2024 has designated Mr. Ankit Poddar, Company Secretary, as the Compliance Officer & Nodal Officer of the Company w.e.f. June 01, 2024.

3.4 Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board in compliance with the requirements of Section 135 of the Act. The broad terms of reference of the CSR Committee, inter-alia, are as follows:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act;
- To recommend the amount of expenditure to be incurred on the activities as prescribed under CSR Policy;
- To establish a transparent monitoring mechanism for implementation of CSR projects and programs and monitor the Corporate Social Responsibility Policy of the Company from time to time;
- Undertake any other activity in this regard as may be required by the Act or the rules framed thereunder, from time to time;
- To do all acts, deeds and things which may be necessary for effective implementation of the foregoing acts.

The Board has adopted a Corporate Social Responsibility (CSR) Policy as formulated and recommended by the CSR Committee. The CSR Policy is available on the website of the Company at www.refex.co.in/pdf/CSR-Policy.pdf.

The details of the CSR initiatives of the Company and expenditure incurred on it have been given in the "Annual Report on CSR Activities" annexed as **Annexure – C** to the Directors' Report.

The composition of the CSR Committee is in alignment with the provisions of Section 135 of the Act.

02 (two) meetings of CSR Committee were held during the financial year ended March 31, 2024.

The CSR Committee met on August 03, 2023 and March 30, 2024, *inter-alia* to consider and approve CSR activities for the financial year 2023-24.

Mr. Ramesh Dugar, Independent Director is the Chairman of the CSR Committee. The Company Secretary acts as Secretary to the Committee.

The composition of the CSR Committee as on March 31, 2024, is given below:

Name of Director	Position
Mr. Ramesh Dugar, Independent Director	Chairman
Mr. Anil Jain, Managing Director	Member
Mr. Dinesh Kumar Agarwal, Non-Executive Director	Member

4) Particulars of senior management of Refex Industries Limited:

As on the date of this Report, the particulars of Senior Management Personnel ("SMP") are as follows:

Name	Designation
Mr. Dinesh Kumar Agarwal ¹	Whole-time Director-cum-Chief Financial Officer
Ms. Lalitha Uthayakumar ²	President – Refrigerant Gas Business
Mr. Ankit Poddar ³	Company Secretary
Ms. G Divya ⁴	Company Secretary

¹Appointed as Whole-time Director-cum-Chief Financial Officer with effect from June 1, 2024.

²Resigned as Chief Financial Officer with effect from May 24, 2024 and appointed as SMP with effect from May 25, 2024.

³Appointed as Company Secretary and Compliance Officer with effect from June 1, 2024.

⁴Resigned as Company Secretary and Compliance Officer as well as SMP with effect from May 31, 2024.

5) General Body Meetings

5.1 Location and time where Annual General Meetings held in the last 03 (three) years are given below:

Financial Year	Date	Location	Time
2022-23	26-09-2023	Through Video Conference (VC) / Other Audio-Visual Means (OAVM)	11:30 A.M.
2021-22	23-09-2022	Through Video Conference (VC) / Other Audio-Visual Means (OAVM)	11:00 A.M.
2020-21	30-09-2021	Through Video Conference (VC) / Other Audio-Visual Means (OAVM)	11:00 A.M.

*The last 3 AGMs, viz., 19th, 20th and 21st were conducted through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) without the presence of the members at a common venue in due compliance with applicable provisions of the Companies Act, 2013, the rules made thereunder read with MCA’s General Circulars and the Listing Regulations read with SEBI Circulars.

5.2 The following resolutions were passed as Special Resolutions in previous three AGMs:

Financial Year	Date	Subject matter of Special Resolutions
2022-23	26-09-2023	No Special Resolution was passed at the 21 st Annual General Meeting.
2021-22	23-09-2022	<ul style="list-style-type: none"> Re-appointment and Remuneration of Mr. Anil Jain (DIN: 00181960) as Managing Director and a Key Managerial Personnel Borrowing of Funds in excess of the limits as prescribed under Section 180(1)(c) of the Companies Act, 2013 Creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013 Conversion of loan into shares or convertible instruments or other securities Issue of securities on a preferential basis to a Promoter Issue of further securities
2020-21	30-09-2021	<ul style="list-style-type: none"> Appointment of Mr. Ramesh Dugar as an Independent Director Re-appointment of Ms. Jamuna as an Independent Director of the Company Approval of Employee Stock Option Scheme 2021 Approval to extend the benefits of Employee Stock Option Scheme to the employees of group company(ies), subsidiary, associate and/or holding company(ies) Amendment of the Memorandum of Association of the Company Adoption of new set of Articles of Association of the Company

5.3 Postal Ballot

Following resolutions were put through Postal Ballot during FY24:

SPECIAL RESOLUTIONS:

- Appointment of Ms. Latha Venkatesh (DIN: 06983347) as an Independent Director of the Company
- Re-appointment of Mr. Ramesh Dugar (DIN: 01686047) as an Independent Director of the Company

ORDINARY RESOLUTIONS:

- Sub-division/split of every 1 (one) equity share of the face value of ₹10/- (Rupees Ten only) each into 5 (five) equity shares of the face value of ₹2/- (Rupees Two only) each
- Alteration of capital clause of the Memorandum of Association (‘MOA’) of the Company subsequent to sub-division

Members exercised their vote(s) by e-voting during the period from 9:00 a.m. (IST) on Thursday, February 01, 2024 till 5:00 p.m. (IST) on Friday, March 01, 2024. The Scrutinizer, Mr. R Muthu Krishnan, Practicing Company Secretary FCS-6775, CP No. 3033, submitted his report on March 01, 2024 after the completion of scrutiny and result of the e-voting was announced on March 02, 2024. The summary of voting result is given below:

Resolution passed through Postal Ballot	Resolution Required	Votes in favour of the resolution (% of total number of valid votes)	Votes against the resolution (% of total number of valid votes)	Result
Sub-division/split Equity share	Ordinary	99.97	0.03	Passed with requisite majority
Alteration of capital clause of the MoA	Ordinary	99.96	0.04	Passed with requisite majority
Appointment of Ms. Latha Venkatesh (DIN: 06983347) as an Independent Director of the Company	Special	99.96	0.04	Passed with requisite majority
Re-appointment of Mr. Ramesh Dugar (DIN: 01686047) as an Independent Director of the Company	Special	99.96	0.04	Passed with requisite majority

5.4 Person who conducted the postal ballot exercise:

R. Muthu Krishnan, a practicing company secretary (FCS-6775, CP No. 3033).

5.5 Extraordinary General Meetings

02 (two) Extraordinary General Meetings were held during the FY24 on April 28, 2023 and March 27, 2024.

5.6 Any Special Resolution proposed to be conducted through Postal Ballot

No special resolution is proposed to be passed through postal ballot.

5.7 Procedure for Postal Ballot

Since, no special resolution is proposed to be passed through Postal Ballot, procedure for postal ballot has not been given.

6) Means of Communications

6.1 Quarterly results

The quarterly/ half-yearly/ annual financial results are regularly submitted to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the Stock Exchanges where the securities of the Company are listed pursuant to the Listing Regulations requirements and are published in the Newspapers (Tamil and English).

The financial results are displayed on the Company's website www.refex.co.in.

6.2 Newspapers wherein results normally published

The quarterly/ half-yearly/ annual financial results are generally published in Business Standard (English) and Dinamani (Tamil). In addition, the Company has published the financial results of the quarter and year ended March 31, 2024 in The Economic Times.

6.3 Website, where displayed

The financial results and the official news releases are also placed on the Company's website www.refex.co.in in the 'Investors' section.

6.4 Whether website also displays official news releases

The Company has maintained a functional website www.refex.co.in containing basic information about the Company, e.g., details of its business, financial information, shareholding patterns, press releases, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievance, etc.

The information required to be disclosed under Regulation 46 of the Listing Regulations, is disseminated at the website of the Company.

6.5 Presentations made to institutional investors or to the analysts

All official press releases, presentations made to analysts and/or institutional investors and other general information about the Company are available on the "Investors" Section of the website of the Company at <https://www.refex.co.in/investors-information.php> and are also submitted to Stock Exchanges from time to time.

7) General Shareholders' Information

7.1 Date and time of Annual General Meeting

Friday, August 30, 2024 at 11:30 A.M.

Mode: Video Conference and Other Audio-Visual Means (VC/OAVM)

Participation through video-conferencing:

<https://www.evoting.nsdl.com>

7.2 Financial Year

April 01, 2023 to March 31, 2024.

7.3 Dividend Payment Date

No dividend has been recommended by the Board.

7.4 Date of Book Closure/Record date/Cut-off date for attending AGM

Cut-off date for attending AGM is Friday, August 23rd, 2024

Book Closure: As mentioned in the notice of this AGM.

7.5 Registered Office / Corporate Office

2nd Floor, No.313, Refex Towers, Sterling Road, Valluvar Kottam High Road, Nungambakkam, Chennai, Tamil Nadu, India, 600034

7.6 Corporate Identity Number (CIN)

L45200TN2002PLC049601

7.7 Website/ Email

Website: <http://www.refex.co.in>

Email: investor.relations@refex.co.in

7.8 Depositories

Central Depository Services (India) Limited

Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound,
N.M. Joshi Marg, Lower Parel (E),
Mumbai - 400 013
Tel: +91-22-22723333
Fax: +91-22-22723199

National Securities Depository Limited

4th Floor, 'A' Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel (West)
Mumbai - 400 013
Tel: +91-22-24994200
Fax: +91-22-24972993

7.9 International Securities Identification Number (ISIN)

INE056I01025

7.10 Name and address of Stock Exchanges at which the Company's securities are listed

The BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Tel: +91-22-22721233
Fax: +91-22-22721919

The National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051
Tel: +91-22-26598100
Fax: +91-22-26598120

The Company has paid the listing fees to the above Stock Exchange(s) for the FY 24- 25.

7.11 Stock Codes

BSE: 532884 NSE: REFEX

7.12 Stock Market Price Data on NSE and BSE and Performance in comparison to broad-based indice

Month	NSE		BSE		NIFTY INDEX		BSE SENSEX	
	Highest	Lowest	Highest	Lowest	Highest	Lowest	Highest	Lowest
April, 2023	348.4	238.55	348.55	239.5	18089.15	17312.75	61209.46	58793.08
May, 2023	594	306	593.95	296.5	18662.45	18042.4	63036.12	61002.17
June, 2023	569.4	491.15	569.25	496.6	19201.7	18464.55	64768.58	62359.14
July, 2023	845.3	518.5	847.55	518.9	17172.8	19234.4	67619.17	64836.16
August, 2023	924	605.45	923.95	605.9	19795.6	19223.65	66658.12	64723.63
September, 2023	713	603.45	712	604	20222.45	19255.7	67927.23	64818.37
October, 2023	731.5	550.25	732.1	550	19849.75	18837.85	66592.16	63092.98
November, 2023	579.3	512.1	579	516.8	20158.7	18973.7	67069.89	63550.46
December, 2023	650	592.05	645.9	526.4	21801.45	20183.7	72484.34	67149.07
January, 2024	753.95	602	749.9	602.05	22124.15	21137.2	73427.59	70001.6
February, 2024	702.8	550.05	706.7	546.7	22297.5	21530.2	73413.93	70809.84
March, 2024*	139.18	130	139.2	130	22526.6	21710.2	74245.17	71674.42

*The values are as adjusted pursuant to sub-division/split of equity shares from face value of ₹10/- to ₹2/- each, during the month of March 2024.

7.13 In case, the securities are suspended from trading, reason thereof

Not applicable, since the securities of the Company have not been suspended from trading.

7.14 Registrar and Share Transfer Agents (RTA)

Cameo Corporate Services Limited

Subramanian building No. 1, Club House Road,
Chennai- 600 002
Tel: 044-40020710
Fax: +91-11-41709881
Email: cameo@cameoindia.com; investor@cameoindia.com

7.15 Share Transmission, Dividend etc.

Share transmission, dividend payments and all other investor related activities are attended to and processed at the Office of the Company's Registrar and Share Transfer Agent, namely, Cameo Corporate Services Limited (RTA). For lodgment of transmission and transposition and any other documents or for any grievances/complaints, kindly contact any of the office of RTA or of the Company.

Share Transfer – Physical System

As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form.

Effective 1st April, 2019, transfer of shares in physical form has ceased. Request for transmission of shares for dematerialization of shares pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and dematerialization of shares will continue to be accepted.

Total number of equity shares transferred/ transmitted/ transposed in physical forms during FY24:

Number of Request - Nil

Number of Shares - Nil

7.16 Distribution of Equity Shareholding as on March 31, 2024:

Range of Shareholding	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1- 100	24,222	48.57	9,66,809	0.84
101 - 500	16,227	32.54	45,00,850	3.89
501 – 1000	3855	7.73	30,40,986	2.63
1001 – 2000	2365	4.74	34,67,373	3.00
2001 – 3000	1138	2.28	28,66,036	2.48
3001 - 4000	418	0.84	14,89,459	1.29
4001 – 5000	508	1.02	24,34,299	2.10
5001 - 10000	560	1.12	41,76,428	3.61
10001 and above	573	1.15	9,27,39,150	80.17
Total	49,866	100.00	11,56,81,390	100.00

7.17 Category - wise of Equity Shareholding as on March 31, 2024

S. No.	Category	No. of Shares	% Shareholding
A	Promoters Holding		
1	Indian Promoters	6,39,48,085	55.28
2	Foreign Promoters	-	-
	Sub Total (A)	6,39,48,085	55.28
B	Public Shareholding		
1	Institutional Investors		
a)	Mutual Funds/UTI	-	-
b)	Venture Capital Funds	-	-
c)	Alternate Investment Funds	-	-
d)	Foreign Venture Capital Investors	-	-
e)	Foreign Portfolio Investors	2,52,129	0.22
f)	Financial Institutions and Banks	-	-
g)	Insurance Companies	-	-
h)	Provident Funds/Pension Funds	-	-
i)	Any Others(specify)		
(i)	Foreign Institutional Investors	-	-
(ii)	Foreign Banks	-	-
	Sub Total (B1)	2,52,129	0.22
2	Central Government/State Government(s)/ President of India	-	-
	Sub Total (B2)	-	-
3	Non-Institutional Investors		
a)	Indian Public	4,24,77,814	36.72
b)	NBFCs Registered with RBI	-	-
c)	Employee Trusts	-	-
d)	Overseas Depositories (holding DRs)	-	-
e)	Any Other	-	-
(i)	Bodies Corporates	64,29,756	5.56
(ii)	Clearing Members	1,365	0.00
(iii)	NRIs	9,88,047	0.85
(iv)	Foreign Nationals	6,000	0.01
(v)	HUF	15,13,129	1.31
(vi)	IEPF	1,095	0.00
(vii)	LLP	63,970	0.06
	Sub Total (B3)	5,14,81,176	44.50
	Total Public Shareholding (B = B1+B2+B3)	5,17,33,305	44.72
	Grand Total (A+B)	11,56,81,390	100.00

7.18 Dematerialization of shares and liquidity

The process of conversion of shares from physical form to electronic form is known as Dematerialization.

For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP).

The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL to the R&T Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialized and an electronic credit of shares is given in the account of the Shareholder.

The Company's shares are compulsorily traded in dematerialized form as per SEBI Guidelines.

As on March 31, 2024, 99.99% of the equity shares have been dematerialized. The equity shares of the Company are frequently traded on BSE and NSE, having nationwide trading terminals, and hence provide liquidity to the investors.

Shares in Physical and Demat form as on 31 st March, 2024	No. of Shares	Percentage
In Physical Form	6,300	0.001
In Dematerialized Form	11,56,75,090	99.999
Total	11,56,81,390	100.00

No. of shareholders whose shares as on 31 st March, 2024 are in Physical and Demat form:	No. of Shareholders	Percentage
In Physical Form	02	0.01
In Dematerialized Form	49,864	99.99
Total	49,866	100.00

Disclosure with respect to demat suspense account/unclaimed suspense account: Not applicable.

7.19 Outstanding GDRs / ADRs or warrants or any Convertible Instruments, conversion date and any likely impact on equity

The Company has not issued any Global Depository Receipts or American Depository Receipts or any other convertible instruments, during the year under review.

7.20 Commodity price risk or foreign risk and hedging activities

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 is not required to be given.

During FY24, the Company had managed the foreign exchange risk and hedged to the extent considered necessary.

7.21 Plant Locations

Refrigerants Gases:

No.1/171, Old Mahabalipuram Road,
Thiruporur, Kancheepuram District-603110
Tamil Nadu

Solar Energy Division:

Balotra, Barmer District-344002
Rajasthan

7.22 Addresses for Correspondence

Communication regarding share certificates, dividends, change of address etc. and any other grievance of investors, may be sent to:

Cameo Corporate Services Limited

Subramanian building No. 1, Club House
Road,
Chennai- 600 002
Tel: 044-40020710
Fax: 044 - 2846 0129
Email: cameo@cameoindia.com/
investor@cameoindia.com

Secretarial Department and Investor Relations/ Nodal Officer

Mr. Ankit Poddar
Company Secretary
2nd Floor, No.313, Refex Towers, Sterling Road,
Valluvar Kottam High Road, Nungambakkam,
Chennai, Tamil Nadu, India, 600034
Tel: +91-044- 3504 0050
Email: investor.relations@refex.co.in

7.23 Investors Grievance Redressal

SCORES 2.0: The investors' complaints received by SEBI are being processed through its centralized web base complaint redressal system. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of their complaints. SEBI has launched the new version of the SEBI Complaint Redress System (SCORES 2.0). The website URL for SCORES 2.0 from April 01, 2024 is <http://www.scores.sebi.gov.in>. Investors can lodge complaints only through new version of SCORES i.e. <https://scores.sebi.gov.in> from April 01, 2024. In the old SCORES i.e. <https://scores.gov.in>, investors would not be able to lodge any new complaint. However, Investors can check the status of their complaints already lodged in old SCORES and pending in the old SCORES.

Online Resolution of Disputes (ODR): SEBI, vide its Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 read with SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, has introduced the mechanism for Online Resolution of Disputes for resolving the disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/investor(s).

Your Company has Online Dispute Resolution (ODR) Portal in place, which is in addition to the existing SCORES 2.0 platform which can be utilized by the investors and the Company for dispute resolution.

7.24 List of all Credit Ratings obtained along with any revisions thereto

Acuite Ratings & Research Ltd. (SEBI Registered Credit Rating Agency) vide their letter dated January 24, 2024, had reaffirmed/assigned the credit ratings for the Bank Loan facilities of the Company, the details of which are as below: -

Instrument / Facility	Ratings	Rating Action
Long term Bank Facilities – Term Loans	ACUITE BBB+	Stable
Short term Bank Facilities – Cash Credit	ACUITE A2	Stable

8) Other Disclosures

8.1 Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

There is no material significant transaction entered into with any of the related parties that may have conflict with the interest of the Company.

Attention of the members is drawn to the disclosures of transactions with related parties set out in Note No. 38 of the Financial Statements forming part of the Annual Report.

8.2 Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authorities, on any matter related to capital markets, during the last three years:

Date	Regulation: Observation	Reason for Non-Compliance	Period	Penalty
January 10, 2022	Regulation 17(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: National Stock Exchange of India Limited (NSE) levied penalty for not having minimum number of six directors, as the company fell within the top 2000 listed companies as at April 1, 2020.	COVID-19 Pandemic and resultant lock downs imposed by the Central and the State Government. The Company has appointed 2 more Directors on December 29, 2020, as on the date of this report the Company has 6 (six) directors on the Board.	FY 20-21	₹16,04,800 paid on January 17, 2022 to NSE
Total				₹16,04,800

8.3 Details of establishment of Vigil Mechanism and Whistle-Blower Policy of the Company

The Board of Directors of the Company has adopted Whistle Blower Policy and has established the necessary vigil mechanism as stipulated under Section 177(9) of the Act and Regulation 22 of the Listing Regulations.

The management of the Company, through this Policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds and things which the management or any superior may indulge in.

The Policy on Vigil Mechanism/ Whistle blower policy may be accessed on the Company's website at the link: https://www.refex.co.in/pdf/Whistle-Blower%20Policy_Vigil%20Mechanism.pdf.

No employee of the Company is denied access to the Audit Committee.

8.4 Web link where policy for determining 'material' subsidiaries is disclosed

The Company has adopted a 'Policy for determining Material Subsidiaries', which has been uploaded on the Company's website and can be accessed at the following links: <https://www.refex.co.in/pdf/Policy-on-Determining-Material-Subsidiary.pdf>.

8.5 Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company has no material subsidiaries in terms of Regulation 16(1)(c) of the Listing Regulations whose income or net worth exceeds ten percent of the consolidated income or net worth respectively of the company and its subsidiaries in the immediately preceding accounting year.

8.6 Web-link where policy on dealing with related party transactions is disclosed

The Company has adopted a Policy for Dealing with and Materiality of Related Party Transactions, which has been uploaded on the Company's website and can be accessed at the following link: www.refex.co.in/pdf/Policy-on-Related-Party-Transactions.pdf

8.7 Code of conduct for Board Members and Senior Management Personnel

Pursuant to Regulation 17(5) read with Schedule V to the Listing Regulations, the Company has adopted a Code of Conduct for Directors and a Code of Conduct for Senior Management Personnel and the same have been posted on the Company's website at https://refex.co.in/pdf/Code-of-Conduct_BoDs-&SM.pdf

Pursuant to Regulation 26(3) of the Listing Regulations, the Directors and the Senior Management Personnel affirm the Compliance of the Code annually.

All members of the Board and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct for the Financial year 2023-24.

A Certificate to this effect issued by the Managing Director is enclosed and forms part of the Annual Report.

8.8 Code of Conduct to Regulate, Monitor and Report Trading in Securities by Designated Persons

Your Company has adopted a "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Persons" ("**Insider Trading Code**") as required under Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company formulated the Insider Trading Code with the objective to deter the Insider trading in the securities of the Company based on the unpublished price sensitive information.

The Insider Trading Code envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company.

During the year under review and as on the date of the report, there were instances of violation related to Code of Conduct formulated under SEBI (Prohibition of Insider Trading) Regulations, 2015, by its designated persons and the necessary disclosures in this regard had been submitted with the stock exchanges.

8.9 Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part

Details of fee paid to Statutory Auditors for financial year 2023-24 are given below:

S. No.	Name of Entity	Name of Auditors' Firm	Details of Services	Amount (₹)
1	Refex Industries Limited	M/s ABCD & Co., Chartered Accountants	Audit Service	20,00,000
2	Refex Green Mobility Limited	M/s ABCD & Co., Chartered Accountants	Audit Service Certifications	3,00,000 14,000
3	Refex EV Fleet Services Private Limited (Formerly O3 Mobility Private Limited)	M/s ABCD & Co., Chartered Accountants	Audit Service	75,000
Total				23,89,000

8.10 Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with relevant rules framed thereunder, Mr. MuthuKrishnan, Practicing Company Secretary, holding Membership No. FCS 6775 and C. P. No. 3033 was appointed as the Secretarial Auditor of the Company to carry out the secretarial audit for FY24.

A Secretarial Audit Report given by the Secretarial Auditor in **Form No. MR-3** is annexed as www.refex.co.in/pdf/Policy-on-Related-Party-Transactions.pdf to the Directors' Report which forms the part of this Annual Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark for the financial year 2023-24.

Secretarial Compliance Report

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct annual secretarial compliance audit from a practicing company secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder.

The Secretarial Compliance Report is in addition to the Secretarial Audit Report (Form No. MR-3) issued by practicing company secretaries and is required to be submitted to Stock Exchanges within 60 days of the end of every financial year.

Mr. MuthuKrishnan, Practicing Company Secretary, holding Membership No. FCS 6775 and C. P. No. 3033, the Secretarial Auditor, has issued the Secretarial Compliance Report for the financial year ended March 31, 2024 and the same has already been filed with BSE and NSE, stock exchanges, where the shares of the Company are listed and also published on the website of the Company at <https://www.refex.co.in/pdf/RIL-24A-Compliance-Report-31.03.2024.pdf>.

8.11 Secretarial Certificates

- (i) Pursuant to Regulation 40(9) of the Listing Regulations, certificate on yearly basis, has been issued by a Company Secretary in-Practice certifying that all certificates have been issued within the time prescribed under the Listing Regulations for lodgment for transmission, transposition, sub-division, consolidation, renewal and exchange etc., till the same was permissible.
- (ii) A Company Secretary in practice carries out a reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("**Depositories**") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form held with Depositories.

8.12 Compliance of the provisions of Regulation 26(6) of the Listing Regulations:

None of the key managerial personnel, director(s) and promoter(s) of the Company has entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

8.13 Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act)

The Company has in place a policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee(s) (“**ICCs**”) have been set up at each workplace to implement fair and impartial procedures for resolution settlement or prosecution of acts of sexual harassment.

All employees are covered under this Policy. ICC of each workplace of the Company has also filed Annual Return for the calendar year 2023 at their respective jurisdictional office, as required under Section 21(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013.

The following is the summary of the complaints received and disposed-off during FY24:

- (i) No. of complaints filed during the financial year: Nil
- (ii) No. of complaints disposed-off during the financial year: Nil
- (iii) No. of complaints pending as on the end of financial year: Nil

Further, the Company also organizes and conducts various training programmes, from time to time, for awareness on the provisions of POSH Act.

8.14 Financial Calendar 2024-25 (tentative and subject to change):

- Financial Reporting for the first quarter ending 30th June, 2024: 05th August, 2024.
- Financial Reporting for the second quarter and half year ending 30th September, 2024: On or before 14th November, 2024.
- Financial Reporting for the third quarter ending 31st December, 2023: On or before 14th February, 2025.
- Audited Accounts for the year ending 31st March, 2024: On or before 30th May, 2025.
- Annual General Meeting for the year ending 31st March, 2024: On or before 30th September, 2024.

8.15 Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof

During the year under review, the Board has accepted all the recommendations made by various committees of the Board, which is mandatorily required.

8.16 Disclosure of Compliance of Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

The status of adoption of the Discretionary Requirements as specified in sub-regulation 1 of Regulation 27 of the Listing Regulations are as follows:

a. **The Board:**

The Chairman of the Company is a Promoter cum Managing Director of the Company.

b. **Shareholder Rights:**

Financial Performance are published in newspapers, uploaded on the Company's website www.refex.co.in and submitted to the Stock Exchanges (BSE & NSE), instead of sending to each household of the shareholders.

Further, all significant events are also disclosed to the Stock Exchanges and published on the website of the Company, instead of sending to each household of the shareholders.

c. **Modified opinion(s) in Audit Report:**

The Company already has a regime of unqualified financial statements with Unmodified Audit Opinions. Auditors have raised no qualification on the Financial Statements.

d. **Reporting of Internal Auditor:**

The Internal Auditor of the Company directly reports to the Audit Committee.

8.17 Compliance Certificate

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer of the Company have given Compliance Certificate to the Board on financial reporting and internal controls, as mentioned under Part B of Schedule II to the Listing Regulations, which is also annexed in this Annual Report.

8.18 Compliance Certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance

A certificate from Mr. R Muthukrishnan, Practicing Company Secretary (FCS 6775 / C P No.: 3033), regarding compliance of conditions of corporate governance is annexed with the Corporate Governance Report and forms an integral part of the Annual Report.

8.19 Norms for furnishing of PAN, KYC, Bank details and Nomination

SEBI vide circular dated March 16, 2023, has mandated listed companies to have PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

In terms of above Circular, Folios of Physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company until furnishing the complete documents / details and will not be eligible for receipt of dividend, interest or redemption payment in respect of such frozen folios in physical mode with effect from April 01, 2024.

Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the above SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025.

The forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 or cancellation or variation in nomination through Form SH-14 and the said SEBI circular are available on our website <https://www.refex.co.in>. In view of the above, we urge members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

In respect of members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their respective Depository Participants.

8.20 Preferential Issue

Pursuant to the approval of the Board at its meeting held on March 02, 2024 and approval of the members of the Company at their Extraordinary General Meeting (EGM) held on March 27, 2024, the Banking and Authorization Committee of the Board of the Company, on March 28, 2024, has allotted 50,00,000 equity shares of face value of ₹2/- each, for cash consideration of ₹125/- per equity share, including a premium of ₹123/- per equity share ("**Equity Shares**"), aggregating to ₹62,50,00,000/- to Sherisha Technologies Private Limited one of the Promoters of the Company, on preferential basis.

The entire fund raised through preferential allotment has been utilized as per the objects as stated in the Explanatory Statement to the Notice of the EGM and there has been no deviation or variation in the use of proceeds from the preferential issue.

Further, at the same Extraordinary General Meeting the members have also approved the issue of 1,25,75,000 warrants and the Banking and Authorization Committee of the Board of the Company, in its meeting held on April 11, 2024, has allotted 1,25,75,000 warrants of face value of ₹2/- each (Rupees Two only), convertible into or exchangeable for 1 (one) fully paid-up equity share of face value of ₹2/-, on preferential basis by way of a private placement, for cash at an issue price of ₹125/- to Sherisha Technologies Private Limited, one of the Promoters of the Company, upon receipt of 25% of issue price.

8.21 Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

During the financial year ended March 31, 2024, there are no fresh loans or advances provided by the Company and its subsidiaries to firms/companies in which directors were interested, except existing loans given as follows:

Name of the parties	Name of interested Directors	Aggregate amount of loans or advances in the nature of loans outstanding at the end of the year (₹ in Lakhs)
Sherisha Technologies Private Limited	Mr. Anil Jain Mr. Dinesh Kumar Agarwal	4,659.69

8.22 Details of material subsidiaries: Not Applicable.

8.23 Green Initiative

Pursuant to Section 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and the Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, Financial Statements and other communication in electronic forms.

Your Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Directors' Report along with their annexures etc. in the electronic mode to the shareholders who have registered their E-mail IDs with the Company and/or their respective Depository Participants (DPs).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses, so that all communication with them can be made in electronic mode and we can make some contribution to protect the environment.

Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company/RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

For and on behalf of the Board

Anil Jain

Chairman & Managing Director

DIN: 00181960

Place: Bengaluru

Date: August 05, 2024

Declaration of Compliance of the Code of Conduct

[In terms of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors of Refex Industries Limited, in compliance of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has laid down the “Code of Conduct for Board of Directors & Senior Management” of the Company, which has also been posted on the website of the Company viz. www.refex.co.in.

Pursuant to the above, the Company has received ‘Affirmation of Compliance’ from the Board Members and the Senior Managerial Personnel of the Company and accordingly, I make the following declaration: -

I, Anil Jain, Managing Director of Refex Industries Limited, hereby declare that all Board Members and the Senior Management Personnel of the Company, have affirmed compliance of the Code of Conduct during the Financial Year 2023-24.

Anil Jain

Chairman & Managing Director

DIN: 00181960

Date: May 02, 2024

CORPORATE GOVERNANCE CERTIFICATE

[Pursuant to Regulation 34(3) and Schedule V Para E of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members of

Refex Industries Limited

CIN: L45200TN2002PLC049601)

2nd Floor, 313, Refex Towers

Sterling Road, Valluvar Kottam High Road,

Nungambakkam, Chennai – 600 034.

I have examined the compliance of the conditions of Corporate Governance by Refex Industries Limited, Chennai ((hereinafter referred to as 'the Company') for the year ended on March 31, 2024, as stipulated in Regulations 17 to 27, Clause (b) - (i) and (t) of sub-regulation (2) of Regulation 46 and para-C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of the conditions of corporate governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: August 05, 2024

R Muthu Krishnan
Practicing Company Secretary
FCS No. 6775; CP No. 3033
Peer Review No.2048/2022
UDIN: F006775F000888381

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members,

Refex Industries Limited

CIN: L45200TN2002PLC049601

2nd Floor, 313, Refex Towers

Sterling Road, Valluvar Kottam High Road,

Nungambakkam, Chennai – 600 034

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **REFEX INDUSTRIES LIMITED** having CIN NO L45200TN2002PLC049601 and having registered office at **2nd Floor, 313, Refex Towers , Sterling Road, Valluvar Kottam High Road, Nungambakkam, Chennai – 600 034** (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

DETAILS OF DIRECTORS

S. No.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT *
1	MR ANIL JAIN-MANAGING DIRECTOR	00181960	13/09/2002
2	MR DINESH KUMAR AGARWAL NON-EXECUTIVE DIRECTOR	07544757	27/07/2016
3	MR RAMESH DUGAR –INDEPENDENT DIRECTOR	01686047	29/12/2020
4	MS SUSMITHA SIRIPURAPU- NON-EXECUTIVE CUM WOMAN DIRECTOR	09850991	02/02/2023
5	MR SIVARAMAKRISHNAN VASUDEVAN- INDEPENDENT DIRECTOR	02345708	31/03/2023
6	MS LATHA VENKATESH –INDEPENDENT CUM WOMAN DIRECTOR	06983347	28/12/2023

*The date of appointment is as appearing in portal of Ministry of Corporate Affairs www.mca.gov.in

Management Responsibility

The management of the company is responsible for ensuring the eligibility of for the appointment / continuity of every Director on the Board

My Responsibility

My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: July 10, 2024

R Muthu Krishnan
Practicing Company Secretary
FCS No. 6775; CP No. 3033
Peer Review No.2048/2022
UDIN: F006775F000704771

Compliance Certificate in respect of Financial Statements

for the financial year ended 31st March, 2024

[In terms of Regulation 17(8) read with Part B of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Board of Directors

Refex Industries Limited

CIN: L45200TN2002PLC049601

2nd Floor, 313, Refex Towers

Sterling Road, Valluvar Kottam High Road,

Nungambakkam, Chennai – 600 034

We hereby certify that:

- A) We have reviewed the financial statements and the cash flow statement for the year ended on the 31st March, 2024 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting, and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit Committee:
- 1) there were no significant changes in internal control over financial reporting during the year ended 31st March, 2024;
 - 2) the changes in accounting policies during the year ended 31st March, 2024, and the same have been disclosed in the notes to the financial statements; and
 - 3) there were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Lalitha Uthayakumar
Chief Financial Officer

Anil Jain
Chairman & Managing Director
DIN: 00181960

Place: Chennai

Date: May 24, 2024

Business Responsibility & Sustainability Reporting

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity - L45200TN2002PLC049601
2. Name of the Listed Entity - REFEX INDUSTRIES LIMITED
3. Year of incorporation - 2002
4. Registered office address - 2nd Floor, No.313, Refex Towers, Sterling Road, Valluvar Kottam High Road, Nungambakkam, Chennai, Tamil Nadu, India, 600034
5. Corporate address - 2nd Floor, No.313, Refex Towers, Sterling Road, Valluvar Kottam High Road, Nungambakkam, Chennai, Tamil Nadu, India, 600034
6. E-mail - investor.relations@refex.co.in
7. Telephone – 044 – 4340 5900
8. Website - www.refex.co.in
9. Financial year for which reporting is being done – 2023-24
10. Name of the Stock Exchange(s) where shares are listed – Bombay Stock Exchange and The National Stock Exchange of India Limited
11. Paid-up Capital – ₹23,13,62,780/-
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.
Mr. Gagan Patnaik, Head ESG and Sustainability, mail: gagan.p@refex.co.in, Phone: 7358666474
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).
Disclosures made in this report are on a consolidated basis.
14. Name of assurance provider - TUV India Private Limited
15. Type of assurance obtained: limited Assurance (ISAE 3000, Revised)

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Coal & Ash handling	Facilitation of coal and disposal service of coal ash to the thermal power plants.	68.38%
2	Power Trading	Transmission of electric energy	20.31%
3	Refrigerant Gas	Refilling and sales	5.23%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Coal & Ash handling	46610	68.38%
2	Power Trading	35107	20.31%
3	Refrigerant Gas – (Refilling) and sales		5.23%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1	6	7
International	0	0	0

19. Markets served by the entity:

a) Number of locations

Locations	Number
National (No. of States)	21 States and 4 UT
International (No. of Countries)	0

b) What is the contribution of exports as a percentage of the total turnover of the entity?

Not applicable as no export.

c) A brief on types of customers

The majority of customers are industrial entities where we provide products and services. For our refrigerant business, our customers are both industrial and retail consumers. Our coal and ash handling business provides service to thermal power plants for both Independent Power Producer (IPP) and Captive Power Producer (CPP) across India. For the Refex Green Mobility Services, we provide commuting services in business to business (B2B) model as well as business to consumer (B2C) model.

IV. Employees

20. Details as of the end of the Financial Year: (FY 2023-24)

a) Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	165	133	81%	32	19%
2.	Other than Permanent (E)	41*	41	100%	-	-
3.	Total employees (D + E)	206	174	85%	32	15%
WORKERS						
4.	Permanent (F)	18	16	89%	2	11%
5.	Other than Permanent (G)	10**	10	100%	NIL	--
6.	Total workers (F + G)	28	26	93%	2	7%

*Employees who are with direct fixed term contract with RIL.

**Workers who are with direct fixed term contract with RIL.

b) Differently abled Employees and workers:

We have zero number of differently-abled employees and workers in this financial year (FY2023-24).

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	6*	2	33.33%
Key Management Personnel	3*	2	66.67%

*Note: Mr. Anil Jain has been counted under both the Board of Directors and Key Management Personnel.

22. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY23-24 (Turnover rate in current FY)			FY22-23 (Turnover rate in previous FY)			FY21-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	22%	45%	67%	6%	13%	20%	10%	6%	16%
Permanent Workers	0%	0%	0%	0%	0%	0%	0%	0%	0%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23.a Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Refex Green Mobility Limited (RGML)	Wholly-owned subsidiary company	100%	Yes
2.	Refex EV Fleet Services Private Limited (formerly known as O3 Mobility Private Limited)	Subsidiary company	49.99%*	Yes

*Note: As per Shareholders' Agreement, dated September 28, 2023, RGML controls the composition of majority of the Board of Directors of Refex EV Fleet Services Private Limited, hence, as per Section 2(87) of the Act, it becomes subsidiary of RGML.

VI. CSR Details

24. Whether CSR is applicable as per section 135 of the Companies Act, 2013: (Yes/No) – Yes

- i. Turnover (in ₹) 1,62,914.96 in Lakhs*
- ii. Net worth (in ₹) 31,439.65 in Lakhs*

Amount pertains to FY 2022-23 as the criteria for determining CSR contribution is calculated based on the PY's Turnover, Net Worth and Net Profit.

VII. Transparency and Disclosure Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/No), (If Yes, then provide web-link for the grievance redress policy)	FY2023-24 Current Financial Year			FY2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)	Yes	Nil	Nil	-	Nil	Nil	-
Shareholders	Yes	Nil	Nil	-	Nil	Nil	-
Employees and workers	Yes	2	Nil	Resolved	Nil	Nil	-
Customers	Yes	Nil	Nil	-	Nil	Nil	-
Value Chain Partners	Yes	Nil	Nil	-	Nil	Nil	-
Other (please specify)	Yes	Nil	Nil	-	Nil	Nil	-

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, and approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Legal & regulatory compliance	R	Noncompliance poses a risk to business	Proactive compliance and tracking	N
2	Systemic Risk Management	O	Opportunity to reduce/manage risk		P
3	Governance & Business Ethics	R/O	Noncompliance is a risk and good governance is an opportunity	An efficient governance mechanism is in place	P
4	Economic Performance	O	Opportunity to leverage and ensure growth	-	P
5	Health & Safety	R	Poor health and safety performance is a hindrance to growth	OHSMS ISO 45001 implemented and certified	N
6	Human Capital Development & Engagement	O	To consolidate further to ensure growth	-	P
7	Global Warming & Climate Strategy	R/O	Risk to business without having a strategy for business resilience and climate risk. A robust strategy and implementation is an opportunity	Resilience plan, Carbon reduction and net zero strategies developed and implemented	N/P
8	Energy Management	O	Enhance operational efficiency and cost savings	-	P
9	Water & Wastewater Management	R	Water scarcity is a threat to business	Strategy and action in place to be water-positive by 2035	N
10	Waste Management & Circularity of Materials	R/O	Poor waste management is a risk and circularity of material is an opportunity	EMS ISO 14001 implemented and certified with comprehensive waste management	P
11	Opportunities in Clean Technology	O	Big opportunity to leverage as a result of action on climate change	-	P
12	Ecological Impact, Biodiversity, and Land use	R	Rehabilitation of abandoned mines for ash handling business	Ecosystem restoration and plantation drive	N
13	Climate Strategy (Climate adaptation, resilience, and transition)	R/O	Without having a strategy is a risk and a robust strategy and implementation is an opportunity	Climate strategy with net zero target in place.	P

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	-	Y	Y
c. Web Link of the Policies, if available	https://www.refex.co.in/investors-information.php and https://www.refex.group/esg/								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	N	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	NA	Y	Y
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your - entity and mapped to each principle.	National Code on Corporate Governance and Regulation 17 to 27 read with clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (LODR), 2015 ISO 14001 and ISO 45001 ISO 45001 IIRC IR Principle Indian Labor Codes ISO 14001 - IIRC IIRC								
ESG Goals and Objectives									
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<ul style="list-style-type: none"> i. Climate Change: Refex Industries Limited (RIL) aspires to be Net Zero by 2040 for Scope 1 and Scope 2 Emission. ii. Water Stewardship: RIL operations to be water positive by 2035. iii. Ecosystem Restoration: Pledged to plant and nurture 10,00,000 native species by 2035. iv. Renewable Energy: Refrigerant business to be run on 100 % on renewable solar energy by FY 2024-25 onwards. v. Waste Management: 100 % solid waste recycling/reuse from our operations by 2025 and beyond vi. Zero Harm: Achieving and maintaining zero harm for RIL Operations. vii. Mental Wellbeing: Promoting mental well-being among employees covering 100 % of the employees to go through the awareness program. viii. Diversity: Increase women's representation in our workforce to 15 % over the next 2 years. ix. Sustainable Supply Chain: 100 % ESG assessment on active Tier 1 value chain partners by FY2024-25. x. Grievance Mechanism: Comprehensive implementing of the company's grievance policy and timely resolution of all grievances and complaints. 								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Performance of each of the principles is reviewed periodically by various Committees led by the Management and Board of Directors and it met previous financial years' target. The details are available in Refex Group Sustainability Report for FY2023-24.								

Governance, leadership and oversight

- 7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

We Refex Industries Limited (RIL) are pleased to present our Second Business Responsibility and Sustainability Report (BRSR), which outlines our commitment to the nine principles of the National Guidelines on Responsible Business Conduct (NGRBC) in India. As a responsible and sustainable business, we believe it is essential to adhere to these guidelines to ensure the well-being of all our stakeholders.

At RIL, we are committed to creating sustainable value for all our stakeholders, including customers, employees, suppliers, communities, and the environment. We have taken significant steps to implement these principles across our operations, and we are continuously striving to improve our practices. We have developed a comprehensive Sustainability Framework that guides our business decisions, and we regularly measure our performance against industry benchmarks and international standards.

We are committed to engaging with our stakeholders to understand their needs and concerns, and we work closely with them to address any issues that may arise. We believe that open communication and collaboration are essential to building trust and creating sustainable value for all.

Environmental, social, and governance (ESG) issues are critical to the long-term success of our business and society. We recognize the importance of ESG megatrends and challenges such as climate change, resource depletion, inequality, diversity and inclusion, and ethical behavior. As a responsible business, we are committed to reducing our environmental impact, promoting sustainable practices, and conserving natural resources. We also prioritize the well-being of our employees, suppliers, customers, and the communities in which we operate, by promoting a safe, healthy, and inclusive workplace, ensuring ethical and sustainable practices in our supply chain, and contributing to community development. Additionally, we maintain strong governance practices, promoting transparency, accountability, and ethical behavior throughout our operations.

Although BRSR is not mandatory for us at this moment, we are pleased to disclose our ESG performance voluntarily for the second consecutive year through this BRSR framework demonstrating corporate citizenship, business ethics & integrity, and responsibility towards society and the environment.

- 8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies). Anil Jain, Managing Director
Refex Industries Limited.
- 9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. Yes, RIL has The CSR Committee of the Board. The composition of the Committee is given hereunder:

Composition of CSR Committee:

S. No.	Name of the Director	Designation	Category
1	Ramesh Dugar	Independent Director	Chairman
2	Dinesh Kumar Agarwal	Non-Executive Director	Member
3	Anil Jain	Managing Director	Member

10. Details of Review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Performance evaluation is done quarterly in each financial years against the set goals and objectives.									Quarterly								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	There was a minor non-compliance under Regulation 33 of SEBI LODR Regulations, the Company was imposed a fine of Rs. 59,000/- for delayed submission of Consolidated Limited Review Report during the Quarter ended June 30, 2023.									-								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
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An Independent assessment has been carried out for the financial results. Independent assessment of ESG data has been carried out by TUV India Private Limited. Assessment of all other policies and procedures pertaining to various management systems (QHSE, GHG Protocols) has been done in this financial year by TUV India.

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	-	-	-	-	-	-	Y	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total Number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	Discussion on SEBI (PIT) Regulations, 2015, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011, SEBI (SEBI SBEB&SE) Regulations, 2021 and relevant amendments & Circulars thereon	100
Key Managerial Personnel	4	Discussion on SEBI (PIT) Regulations, 2015, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011, SEBI (SEBI SBEB&SE) Regulations, 2021 and relevant amendments thereon	100
Employees other than BOD and KMPs	140	Company Policies, POSH, Employee's well-being at the workplace, Environment Health and Safety Practices etc.	100
Workers	14	Workplace safety and environment management	100

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary				
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine 1	BSE Limited	₹59,000/-	Under Regulation 33 of SEBI LODR Regulations, the Company was imposed a fine of Rs. 59,000/- for delayed submission of Consolidated Limited Review Report during the Quarter ended June 30, 2023 whereas the Company had filed only the revised Consolidated Limited Review Report per the instructions of BSE.	Yes, the Company had sought for waive-off on the fine imposed and the same was approved by the Exchange.
Settlement				
Compounding fee				
Non-Monetary (None), there are no cases of imprisonment and punishment.				

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
1 Imposition of fine by BSE and further waived off	BSE Limited

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, Refex Group of Company has the ABAC policy which is abiding for RIL also. Please refer to <https://www.refex.group/wp-content/uploads/2023/02/Signed-ABAC-Policy.pdf>

RIL has a policy of 'zero tolerance' of any practice that may be classified as corruption, bribery or giving or receipt of bribes. This policy is applicable to all individuals working at all levels and grades, including Board Members, Executive Directors and Senior Managerial Personnel (Senior Officers), Supervisory, Executive, consultants, interns, contractors, agency staff, agents or any other person associated with our Company and such person acting on behalf of the Company.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

None, no complaints were received in relation to the conflict of interest of the Directors and KMPs to the best of our knowledge.

6. Details of complaints with regard to conflict of interest:

None

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

None

8. Number of days of account payable $[(\text{Account Payable} \times 365) / \text{Cost of goods/services procured}]$ in the following format.

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of account payable	37.87	34.62

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties in the following format:

Parameters	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness Programs held	Topics/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programs
10	Statutory Audits and Regulatory Requirements, Company policies, POSH.	100 % for the significant value chain partners who collectively contribute more than 50 % of the overall value.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

During the induction of new board members, the company secretariat runs the general briefing and induction on board member statutory duties, conflict of interest, and the necessity to report it voluntarily and also on related party transactions.

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.

	FY23-24 (Current Financial Year)	FY22-23 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	0	-	-
Capex	89.71%	11.64 %	Procurement of BS VI hauling vehicles that enhances coal ash disposal efficiency, emission control & pollution prevention, GHG emission reduction, Procurement of EV vehicles for refex green mobility business that ensures reduction of GHGs and tailpipe emissions.

- Does the entity have procedures in place for sustainable sourcing?

The Company has a procedure for sustainable sourcing where all the new and existing supply chain partners are being evaluated on environment, health & safety, and sustainability parameters before onboarding which is a mandatory requirement. Also, supplier/vendor COC covers EHS and human Rights parameters to strictly abide with and is a requisite for the value chain partners to sign this document which is a part of contract documents (Purchase Order/Work Order).

- If yes, what percentage of inputs were sourced sustainably?

Not available.

- Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste, and (d) other waste.

- The Company does not have any specified product to reclaim at the end of life except refrigerant cans which it is not possible to reclaim from the retail consumers. As these are metallic cans, they are sold along with other cans to the recyclers. For industrial consumers, they have their recycling process and it is easy to recycle being non-toxic and metal with economic value

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

EPR is not applicable.

Leadership Indicators

- Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for the manufacturing industry) or for its services (for the service industry)? If yes, provide details in the following format.

No, we have not conducted LCA of any of our products or services.

- If there are any significant social or environmental concerns and/or risks arising from the production or disposal of your products/services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not applicable as no LCA was carried out.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not applicable as we do not manufacture any product. However, our coal ash business provides service to thermal power plants to maximise the recycling of coal ash through cement manufacturing, brick manufacturing, and in road construction.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

The Company does not have any specified product to reclaim at the end of life except refrigerant cans which it is not possible to reclaim from retail consumers. As these are metallic cans, they are sold along with other cans to the recyclers. Industrial consumers of our refrigerant cans, they have their own recycling process and it is easy to recycle being non-toxic. However, the waste material generated at the operation and project sites is reused, recycled, and disposed of as per the applicable regulatory requirements.

	FY23-24 (Current Financial Year)			FY22-23 (Previous Financial Year)		
	Re-used	Re-cycled	Safely Disposed	Re-used	Recycled	Safely disposed
Plastics (including packaging)	-	260 kg	-	-	97 Kg	
E-waste	-	0	-	-	180 Kg	
Hazardous Waste	-	3012 kg	-	-	131 Kg	223kg
Other Waste		11725 kg	1204 kg (Food waste)	-	8691 Kg	1400kg (Food waste)

5. Reclaimed products and their packaging materials (as a percentage of products sold) for each product category.

Not applicable.

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

<div style="text-align: center;">% of employees covered by</div>											
Category	Total (A)	Health insurance		Accident insurance*		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)

Permanent employees

Male	133	133	100%	Covered in Health Insurance	100	NA	-	Leave Benefits	-	Nil	-
Female	32	32	100%	Covered in Health Insurance	100	Covered in Health Insurance	100%	NA	-	NIL	-
Total	165	165	100%	Covered in Health Insurance	100	--	--	--	--	--	--

Other than Permanent employees

Male	41	41	100%	Covered in Health Insurance	100	NA	-	Leave Benefits	-	Nil	-
Female	-	-	100%	Covered in Health Insurance	100	Covered in Health Insurance	100%	NA	-	NIL	-
Total	41	41	100%	Covered in Health Insurance	100	-	-	-	-	Nil	-

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	16	16	100%	Covered in Health Insurance	100	NA	-	Leave Benefits	-	NIL	-
Female	2	2	100%	Covered in Health Insurance	100	Covered in Health Insurance	100%	NA	-	NIL	-
Total	18	18	100%	Covered in Health Insurance	100						
Other than Permanent workers											
Male	10	10	100%	Covered in Health Insurance	100	NA	-	Leave Benefits	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	10	10	100	Covered in Health Insurance	100						

- c. Spending on measures toward the well-being of employees and workers (including permanent and other than permanent. The detailed spending amount is under review and will be available in the next financial year in the requisite formats.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100	Y
Gratuity	100%	100%	Y	100%	100	Y
ESI	100%	100%	Y	100%	100	Y
Others	None	None	None	None	None	None

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the Company's permanent office building and rented office locations are accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we have an equal opportunity policy as part of our overall HR policy as per the Rights of Persons with Disabilities Act, 2016.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate (%)	Retention rate (%)	Return to work rate (%)	Retention rate (%)
Male	100	100	100	100
Female	100	100	100	100
Total	100	100	100	100

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Yes/No (If Yes, then give details of the mechanism in brief)	
Permanent Workers	Yes. We have a comprehensive grievance redressal mechanism for the Refex group of companies including Refex Industries Limited. Anyone can reach out to us through emails, WhatsApp messages, and or directly meet the Plant Head or Project manager to complain.
Other than Permanent Workers	
Permanent Employees	We have a dedicated HR email ID (hrsupport@refex.co.in) where employees can directly lodge their complaints and query. Also, nominated HR personnel are there to look after the employees' grievances and to report to CHRO to resolve them.
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 23-24 (Current Financial Year)			FY 22-23 (Previous Financial Year)		
	Total employees / Worker in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total Employee / workers in respective category (C)	No. of employees / workers in respective category, who are part of association (s) or Union (D)	% (D/C)
Total Permanent Employees	165	0	0	90	0	0
Male	133	0	0	73	0	0
Female	32	0	0	17	0	0
Total Permanent Workers	18	0	0	8	0	0
Male	16	0	0	8	0	0
Female	2	0	0	0	0	0

8. Details of training given to employees and workers:

Category	FY 23-24 Current Financial Year					FY 22-23 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No.(C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	174	108	62	NA	NA	115	63	55	46	40
Female	32	22	68.7	NA	NA	32	28	88	16	50
Total	206	130	63	NA	NA	147	91	61	62	42
Workers										
Male	26	12	46	NA	NA	13	13	100	13	13
Female	2	2	100	NA	NA	0	NA	NA	NA	NA
Total	28	14	50	NA	NA	13	13	100	13	100

9. Details of performance and career development reviews of employees and workers:

Category	FY23-24 (Current Financial Year)			FY22-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	133	133	100%	115	100	86%
Female	32	32	100%	32	23	71%
Workers						
Male	16	16	100%	13	9	69%
Female	2	2	100%	0	NA	NA

10. Health and safety management system:

- Whether an occupational health and safety management system has been implemented by the entity? (Y/N). If yes, the coverage of such system
Yes, Refex Industries Limited has an Occupational Health and Safety Management System (OHSMS) conforming to ISO 45001:2018 which has been successfully implemented and has covered 100 % of its operations, facilities, and offices
- What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?
The Company has developed and implemented standard operating procedures (SOP) in line with ISO 45001:2018 to identify and control work-related hazards on a routine and non-routine basis. In our manufacturing unit and operations sites, this SOP is followed to identify risk and to implement control measures by the operation heads. They have to document the entire process which has been audited from time to time by internal auditors and also, 3rd party external auditors.
- Whether you have processes for workers to report work-related hazards and to remove themselves from such risks.
Yes, the Company has processes for workers to report work-related hazards and to remove themselves from such risks.
- Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?
Yes, first aid facilities are available for both employees and workers. We also have a tie-up with various medical service facilitators through the insurance providers to address medical emergencies and routine check-ups.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY23-24 (Current Financial Year)	FY22-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	1.49
	Workers	0.76	-
Total recordable work-related injuries	Employees	0	1
	Workers	1	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

We have a mission of “zero harm” in place with our dedicated health and safety policy, where we are committed to providing a safe workplace to our employees and workers. This is a mission where we envisage zero harm to property, people, and the planet. This has been accomplished through developing and implementing the occupational health and safety management system (OHSMS). In compliance with the implemented OHSMS ISO 45001:2018, it is mandatory to identify health and safety risks at the workplace and to lay down control measures. Regular awareness and skill training are provided to the workforce to implement and monitor safe working practices and rectify any shortcomings to ensure a safe workplace. Regular internal and external audits are conducted to see the effectiveness of our OHSMS management system and the outcome is reported to the management for further input to ensure continual improvement.

13. Number of Complaints on the following made by employees and workers:

	FY 23-24 (Current Financial Year)			FY 22-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions Health & Safety	No significant complaints were received during this reporting and the previous financial year. Day-to-day observations and regular verbal complaints are addressed immediately and we do not record them. Only formal complaints which are raised officially through the dedicated grievance email, WhatsApp number, and complaint/suggestion box are officially recorded.					

14. Assessments for the year:

	% of your plants and offices that were assessed (by the entity or statutory authorities or third parties)
Health and safety practices Working Conditions	100 %. Reflex Industries Limited has comprehensive Internal audit procedures in line with Occupational Health and Safety Management System ISO 45001:2018 requirements. The scope of the audit covers all offices, manufacturing units, operation sites, and other facilities. A minimum of one internal audit is conducted in a financial year for all such operation sites/manufacturing units/offices.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

In line with the Company's zero harm mission, a review of all accidents and incidents and root cause analysis is done to initiate corrective and preventive action. Any significant incident or near-miss incident which has the potential to be a major incident/accident is duly investigated and addressed as appropriate. In our green mobility operations, we witnessed frequent road accidents by our drivers and we conducted a comprehensive root cause analysis and found that these accidents are causing as a result of rash driving. We initiated mandatory defensive driving and vehicle training. Simultaneously we have been monitoring rash driving through technological integration and training, award and disciplinary actions are being taken. This has been resulted in significant reduction in the accident frequency rate.

Leadership indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (B) Workers

The Company extends life insurance coverage for work-related deaths of its employees and workers.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Strict adherence to the applicable statutory provisions including payment and deduction of statutory dues is included in the contract agreement and work orders with the value chain partners. The Company makes sure that all the relevant statutory dues and compliance requirements are honored by both parties.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Not applicable as we have zero cases of high-consequence work-related injury / ill-health / fatalities in the current and previous reporting periods.

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

The Company provides transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement after long service only.

5. Details on assessment of value chain partners:

We have not conducted any specific assessment for the value chain partners on health and safety practices but regular monitoring, inspection, and audits were carried out on all the active vendors and subcontractors who worked with us in this financial period. We have covered 100 % of such value chain partners for the reporting period.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not such significant risks/risks identified.

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Based on our business model, the products and services, the geographical area that we serve, and the community and environment where we do our business, we have classified our entire stakeholders into external and internal stakeholders. For internal stakeholders, we consider our employees and the subcontractors as our internal stakeholders and our customers, clients, regulatory bodies, media, suppliers value chain partners and community members are the important external stakeholders. In the previous reporting financial year, we conducted a stakeholder engagement and materiality assessment exercise to identify our stakeholders, to engage with them, and to conclude the material topics for us in collaboration with the E&Y consulting firm. We followed the 5 steps process of stakeholder engagement suggested by BSR® (BSR® is a sustainable business network and consultancy).

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as a Vulnerable & Marginalized Group (Yes/No)	Channels of Communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders and investors	No	Press releases, dedicated email ID for Investor grievances, quarterly results, annual reports and corporate website.	As and when required	To understand their need and expectations which are material to us. Key topics are the company's financial and ESG performance, etc.
Media	No	Press releases, quarterly results, annual reports, AGM (shareholders interaction), and media interactions.	As and when required	Performance reporting, good practices, showcases, awards and achievements, initiatives, etc are discussed and reported
Customers	No	Business interactions, client satisfaction surveys	Quarterly	Customer satisfaction and feedback.
Government	No	Press Releases, Quarterly Results, Annual Reports, Stock Exchange filings, issue-specific meetings etc.	As and when required	Reporting requirements, statutory compliance, support from authority, and resolution of issues.
Employees	No	Townhall address Circular, messages from corporate and line management Corporate social initiatives and volunteering Welfare initiatives for employee and their families Internal news bulletins	Different frequencies for different topics from daily, monthly, and quarterly to a need basis	Employee growth and benefits, their expectation, volunteering, career growth, professional development, continuing education and skill training, etc.
Suppliers/ contractors	No	Meetings, mails, and phone calls	As and when required	ESG awareness & due diligence, training, regulatory compliance, and EHS performance evaluation etc.
CSR Beneficiaries (Community)	Yes	Direct engagement and through our CSR project implementation partner (NGO)	As and when required	Need and impact assessment, beneficiary feedback and complaints etc.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company has set up a CSR committee and other committees as required under The Companies Act 2013 and SEBI's LODR on economic & ESG governance and for performance monitoring. The CSR committee is chaired by an executive board member too who oversees the progress in CSR and Sustainability and ESG. Quarterly performance updates and reviews were conducted by the respective committees on these topics and consolidated performance reports and outcomes are presented to the Board in their quarterly meetings. Also, the Company has been conducting stakeholder engagement exercises from time to time on ESG topics. The outcome of the recent stakeholder engagement exercise that was conducted in the previous financial year (FY2022-23) was presented to the board in this financial year

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, in the previous financial year (FY2022-23) we conducted our first stakeholder engagement and materiality assessment exercise and the outcome of this exercise was taken forward to identify the material topic of concern on social, economic, and environmental matters for the company. Based on this discussion, their need and expectation which is a risk or an opportunity to the company, and thus key material topics on ESG parameters are identified. Based on this materiality, further strategy development, policy setting, objectives, and goal setting with monitoring mechanisms were developed and implemented.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

From time to time, we engage with our CSR beneficiaries which are from the vulnerable/ marginalized stakeholder groups to evaluate the impact and success of our programs. Also, engagement with members of this group has been considered in our recently concluded stakeholder engagement and materiality assessment exercise. This helps us to understand their need and expectations and to design and develop our CSR and sustainability projects and strategies.

PRINCIPLE 5

Businesses should respect and promote human rights

Essential Indicators

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

We are a member organization of the United Nations Global Compact Network India and through their training and awareness program, 30 of our total 206 employees have completed this training program which is 14.5 %.

- Details of minimum wages paid to employees and workers, in the following format:

Category	FY23-24 (Current Financial Year)					FY22-23 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	133	-	-	133	100%	73	-	-	73	100%
Female	32	-	-	32	100%	17	-	-	17	100%
Other than Permanent										
Male	41	-	-	41	100%	42	-	-	42	100%
Female	0	-	-	0	0	15	-	-	15	100%
Workers										
Permanent										
Male	16	-	-	16	100%	8	-	-	8	100%
Female	2	-	-	2	100%	0	-	-	0	0
Other than Permanent										
Male	10	-	-	10	100%	5	-	-	5	100%
Female	0	-	-	0	0	0	-	-	0	0

- Details of remuneration/salary/wages, in the following format:

a. Median remuneration / Wages

	Male		Female	
	Number	Median Remuneration/ Salary/ wages of the respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	1*	84,00,000	0	-
Key Managerial Personnel	0	-	2**	36,28,603
Employees other than BoD and KMP	133	2,91,311	32	4,38,569
Workers	28	3,13,827	2	72,126

*There is a total of 6 number of Board of directors out of which only 1 person is on payroll and receiving salary. The rest are getting seating fees.

**There is a total of 3 Key Managerial Personnel out of which only one person is on payroll and receiving salary. The rest are getting seating fees.

b. Gross wages paid to females as % of total wages paid by the entity in the following format

	FY 23-24	FY 22-23
Gross wages paid to females as % of total wages	24%	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes, The Chief Human Resource Officer is responsible for addressing human rights issues.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The company has a comprehensive governance policy and redressal mechanism to redress grievances of any kind within the company's jurisdiction and control which also includes human rights issues. This includes various channels which include but are not limited to dedicated WhatsApp number, email ID, and specific points of contact to lodge complaints and or grievances.

6. Number of Complaints on the following made by employees and workers:

	FY 23-24 Current Financial Year			FY 22-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/ Involuntary Labour	0	0	-	0	0	-
Wages	1	0	-	0	0	-
Other Human Rights related issues	0	0	-	0	0	-

7. Complaint filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

There are zero cases in the current and previous financial years.

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has established the Whistle Blower Policy, the Grievance Policy, and a Mechanism where anyone including employees can complain without fear of retaliation for wrong practices, unethical behaviour, or noncompliance that may have a detrimental effect on the organization. Also, the Employee's Code of Conduct of the Company requires employees to behave responsibly in their actions and conduct. Apart from that, the Company has a POSH Committee for the protection of women in the workplace to ensure their rights, receive grievances, conduct an investigation, and take action.

9. Do human rights requirements form part of your business agreements and contracts?

Yes, the Company is an organizational member and committed to adhering to the UNGC (United Nations Global Compact) principles which include Human Rights clauses. These clauses are part of our contracts with suppliers, partners, and NGOs, and are extended across our supply chain in the form of the Company's Supplier/Vendor Code of Conduct.

10. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100 %, We regularly assess our sites and offices through our EHS, Human Resources, and Administration functions.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above

No significant risks/concerns are raised.

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

No complaint was received in FY24 for human rights grievances/complaints.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Not applicable as no due diligence was conducted.

3. Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Our office buildings are accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

4. Details on assessment of value chain partners:

We have not done any assessment of our value chain partners for the reporting period of FY2023-24 on sexual harassment and discrimination at the workplace.

5. Provide details of any corrective actions taken or underway to address significant risks /concerns arising from the assessments at Question 4 above.

Not applicable as no assessment was conducted.

PRINCIPLE 6**Businesses should respect and make efforts to protect and restore the environment****Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	11920 MJ	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	None	None
Total energy consumed from renewable sources (A+B+C)	11920 MJ	0
From non-renewable sources		
Total electricity consumption (D)	1310000 MJ	547726 MJ
Total fuel consumption (E)	41470000 MJ	24920000 MJ
Energy consumption through other sources (F)	None	None
Total energy consumption (D+E+F)	42780000 MJ	25467726 MJ
Total Energy Consumed (A+B+C+D+E+F)	42791920 MJ	25467726MJ
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees*)	3,094.427* MJ per Million INR	1563.25MJ per Million INR
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)		
Energy intensity in terms of physical output		
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

* On Annual Turnover of 1,38,287.04 Lakhs (FY2023-24)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, sustainability data assurance is carried out by TUV India Private Limited.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, the Company does not have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	2559	1802
(iii) Third party water	11640	21312
(iv) Seawater / desalinated water	0	0
(v) Others (Bottled water)	98	74.4
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	14198	23188.4
Total volume of water consumption (in kilolitres)	13620	23188.4
Water intensity per rupee of turnover (Total water consumption / Revenue from operations*)	0.984 KL per Million INR*	1.4 KL per Million INR*
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	NA	--
Water intensity in terms of physical output	NA	--
Water intensity (optional) –the relevant metric may be selected by the entity	--	--

* On Annual Turnover of 1,38,287.04 Lakhs (FY2023-24)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, sustainability data assurance is carried out by TUV India Private Limited.

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres) *		
(i) To Surface water	--	
- No treatment		
- With treatment – please specify level of Treatment		
(ii) To Groundwater	0	
- No treatment		17734.7
- With treatment – please specify level of Treatment		
(iii) To Seawater	0	
- No treatment		
- With treatment – please specify the level of Treatment		
(iv) Sent to third-parties		
- No treatment (Sent for treatment)	573.42	816.04
- With treatment – please specify level of Treatment		
(v) Others		0
- No treatment		
- With treatment – please specify level of Treatment		
Total water discharged (in kilolitres)	573.42	18550

*A significant portion of water is used for fly ash dust suppression during backfilling and road construction work and is hence considered as consumed. The wastewater released from our domestic consumption in offices is collected and sent to STP through tanker for treatment where we do not have any information on further use /recycling

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, by TUV India Private Limited.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Not applicable as we do not have any manufacturing process where wastewater is generated.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Refex Industries Limited does not have any captive power plant or manufacturing process involving chemical processes. The refrigerant plant situated in Thiruporur village, Tamil Nadu is a bottling plant where refrigerant gases are repacked. The only emissions from RIL operations are from the diesel-run heavy coal ash hauling vehicles and 2 small DG generators for emergency backups. The emission from transport vehicles has been not quantified owing to the nonavailability of a standard measurement methodology or guidelines. The emission from the 2 small generators used in our refrigerant plant is very negligible as they are used for emergency purposes only.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 Equivalent	2880	1719
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	287.49	124.8
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) *	Metric tonnes of CO2 Equivalent Per ` Million	0.23	0.11
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)			
Total Scope 1 and Scope 2 emission intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

* On Annual Turnover of 1,38,287.04 Lakhs (FY2023-24)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by a n external agency? (Y/N) If yes, name of the external agency.
Yes, by TUV India Private Limited.

8. Does the entity have any project related to reducing Green House Gas emissions? If Yes, then provide details.

Yes, the Company has programs in place to reduce Scope 1 and Scope 2 emissions and the Company had set a target of carbon neutral by 2040 and water neutral by 2035. For Scope 2 Emission, we have an energy transition program and to shift to solar power by 100 % on or before 2030. On Scope 1 Emission, we are planning to reduce our energy intensity, especially for the Scope 1 Mobile combustion through adoption of EV fleet and carbon offsetting mechanism.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.260	0.097
E-waste (B)	0	0.18
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0.01
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G) (Used oil, rags and oil filter and discarded paints)	2.951	0.354
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) (Scrap wood + packaging material and scrap metal)	11.727	8.691
Total (A+B + C + D + E + F + G + H)	14.938	9.332
Waste intensity per rupee of turn over (Total waste generated / Revenue from operation) *	0.0010	0.00057
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)		
Waste intensity in terms of physical output		
Waste intensity (optional) – the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	14.938	9.109
(ii) Re-used		
(iii) Other recovery operations		
Total	14.938	9.109
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0.155
(ii) Landfilling		
(iii) Other disposal operations	1.204 (Food waste)	
Total		

* On Annual Turnover of 1,38,287.04 Lakhs (FY2023-24)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, the name of the external agency.

Yes- TUV India Private Limited.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Refex Industries Limited has implemented the environmental management system in accordance with EMS ISO 14001:2015 and the scope covers its entire operations including offices, headquarters, temporary facilities, manufacturing unit, and industrial facilities. Under this, we have a dedicated procedure for comprehensive waste management for the identification, segregation, collection, recycling, and final disposal. We also regularly provide awareness training on waste management and waste management performance data are regularly collected, and monitored and data assurance is carried out through 3rd party external agencies.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

No, the entity has not any operations/offices in/around ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

The Company has not conducted any environmental impact assessments (EIA) of the project or industrial facility in the financial year (FY2023-24) as not applicable to the entity based on applicable law.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Actt, and rules thereunder (Y/N).

Yes, the entity is fully compliant with applicable environmental laws/ regulations/ guidelines in India. The entity has zero noncompliance for the reporting period.

Leadership Indicators

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):

We have not assessed our water footprint in the water-stressed area as the magnitude is low and insignificant. We have planned for detailed mapping in the near future.

2. Please provide details of total Scope 3 emissions & their intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	30.09*	28.44*
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO2 Equivalent per Million INR	0.0021	0.0017
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

* Emission from business air travel and employees' commuting by company hired vehicles have been taken into consideration.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable as no ecologically sensitive areas reported at Question 11

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	100% Rooftop Solar Energy for Refex Refrigerant Plant	In this financial year, we commissioned a 50.76 KWp rooftop solar power plant at our Refrigerant gas factory. The plant uses 'Solex' make 545 WP, Mono PERC PV solar modules, and 'Growatt' make solar inverters.	The solar power plant will be generating 92,637 units per year offsetting 65 MT of CO2
2	Maximizing recycling of Coal Ash	Our Coal and Ash business vertical is providing service to the thermal power plants to maximise the recycling of coal ash in collaboration with Cement Manufacturers, Brick & Block Manufacturers and Road Contractors.	Reduces pollution and GHG emissions, ecosystem restoration, and material circularity through reduced demand for virgin minerals.
3	Refex Green Mobility Service	We have a fleet of EV cars where we provide commuting services in business to business (B2B) model as well as business to consumer (B2C) model.	Reduction of Scope 3 Emissions and Pollution Control.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company has developed and established disaster and emergency management plans for its refrigerant plant and operation sites. The overall plan encompasses action plans anticipating different emergency situations. The effectiveness of the emergency plans at different locations is tested through regular mock drills and outcomes are recorded. Operation and location-wise, the company has dedicated emergency management teams with well-defined responsibilities that are communicated precisely to all.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No significant adverse impact was reported from any value chain partners. A dedicated Code of Conduct has been extended to vendors and service providers which covers the need for compliance with environmental regulations, health and safety, labour practices, human rights aspects, minimum wages, freedom of association, collective bargaining, prohibition of child labour, and forced and compulsory labour, ethical behaviour, transparency in business processes and environment conservation. All new vendors/ service providers need to sign this combined CoC as part of the initial empanelment process. From time-to-time internal environmental management system audits for ISO 14001:2015 and external audits are conducted to evaluate compliance which includes our value chain partners.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

We have developed a mandatory green sourcing screening procedure where all the value chain partners are being assessed in this financial year which includes environmental impacts including pollution. For new value chain partners, this will be applied during the time of onboarding and all existing value chain partners will also go through the assessment. From time to time, we also conduct internal audits covering the Environment, Health, and Safety management system at least once a year for all our projects, manufacturing units, and operation sites covering all the value chain partners working there.

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

1. a. Number of affiliations with trade and industry chambers/ associations.

Two

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
2.	PHD Chamber of Commerce and Industry	National
3.	UN Global Compact Network India	International

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:

None

Leadership Indicators

1. Details of public policy positions advocated by the entity:

None

PRINCIPLE 8**Businesses should promote inclusive growth and equitable development****Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

No SIA was undertaken in this reporting period as no CSR project was eligible based on the project value.

2. Provide information on project (s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not applicable. No rehabilitation and resettlement were undertaken by our entity during this reporting period.

3. Describe the mechanisms to receive and redress grievances of the community.

Refex Industries Limited has a dedicated grievance policy and redressal mechanism, where any stakeholders which include but are not limited to members from the community can lodge complaints and report their grievances. The company has established a mechanism to investigate the applicable and legitimate complaint and to redress it in an agreed time. The channel for lodging complaints/grievances is WhatsApp numbers and email addresses that are displayed at our sites, offices, and operational units and on the company website. In addition to this, we have also a whistle-blower policy under which the community can lodge complaints against any financial wrongdoing. From time to time, we conduct need assessment and stakeholder engagement exercises with the community in and around our operation to understand the needs and expectations of the community and to plan our CSR projects.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/ small producers	0*	0
Sourced directly from within the district and neighboring districts	0*	0

*Refrigerant gases are the only input materials sourced from China.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.

No data available.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not applicable as the SIA requirement was not there.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

We have undertaken several CSR projects in Chennai and Chennai Suburbs and Delhi NCR region mostly in child education, accommodation to job aspirants appearing for various competitive exams, healthcare and medical diagnosis, and water bodies restoration. Although the beneficiaries are from various parts of the country and some might be from the aspirational district, we do not have specific information on this.

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?

No, we do not have a preferential procurement policy to purchase from marginalized /vulnerable groups as our supplies are industrial products in nature.

b. From which marginalized /vulnerable groups do you procure?

Not applicable.

c. What percentage of total procurement (by value) does it constitute?

Not applicable.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not applicable as we do not have any intellectual properties owned or acquired by our entity (in the current financial year), based on traditional knowledge.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:

Not applicable.

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Financial Grants to School Children from Ramakrishna Mission School who are from socially and economically backward categories	5	Not available
2	Accommodation is provided to the Job aspirants in the NCR region who are appearing for various government jobs through the Ugamdevi Tarachand Foundation	30	Not available
3	Financial assistance is provided to school children in Chennai and Chennai Suburban areas through the Ugamdevi Tarachand Foundation	485	Not available
4	Plantation Drive with GCC and in Kendriya Vidyalaya Avadi	Nearby locality and the school children. A study on the exact number has not been conducted.	Not available
5	Grant for installation of security camera for the Swabodhini Foundation working on Autistic Children	57	Not available
6	Financial assistance was provided for life support healthcare to Red Heart Foundation through the Ugamdevi Tarachand Foundation	Not available	Not available
7	Financial assistance was provided for higher professional and technical studies through the Ugamdevi Tarachand Foundation	2	Not available

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We have only one product which is refrigerant gas and our consumers are industrial consumers. We have also developed and implemented a quality management system conforming to ISO 9001:2015. We do regular customer satisfaction surveys including consumers to improve our product quality. Customer complaints are also received through email, transmittal letter communications, and verbal communications directly through our sales team. Also, customers can lodge complaints through our WhatsApp number and email address provided in the Company website. We have also dedicated Grievance WhatsApp number and email ID where anyone including our customers can lodge a complaint.

2. Turnover of products and/ services as a percentage of turnover from all products/service s that carry information about:

As a percentage to the total turnover	
Environmental and social parameters relevant to the product	100 % of our Refrigerant Gas products
Safe and responsible usage	100 % of our Refrigerant Gas products
Recycling and/or safe disposal	100 % of our Refrigerant Gas products

3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	
Delivery of essential Services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

4. Details of instances of product recalls on account of safety issues:

Nil for the reporting period of FY 2023-24.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? If available, provide a web-link of the policy

Yes, the Company has a framework/ policy on cyber security and risks related to data privacy.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of the products/services.

None.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches along with the impact: Nil
- b. Percentage of data breaches involving personally identifiable information of customers: Nil

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Our business offerings can be found on the website: <https://www.refex.co.in>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Product and service awareness training sessions are being conducted including safe and responsible usage of our products and services.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of the essential services.

Not applicable owing to the nature of our operation and business model.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products /services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, RIL has products in one category only which is Refrigerant Gas. We display all the environmental, health & safety data as mandated by law. Also, we conduct customer satisfaction surveys as per our quality management system requirement.

Independent Auditor's Report

To the Members of Refex Industries Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of Refex Industries Limited ("the Company") which comprise the Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss for the year ended, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st 2024, its Profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matters	Auditor's Response
1	<p>Allowance for Expected credit loss on trade receivables.</p> <p>Evaluation of trade receivables for impairment evidence requires exercise of judgement and involves consideration of various factors. These factors include customer's ability and willingness to pay the outstanding amounts, past due receivables, financial and economic difficulties of customers;</p> <p>This assessment is done for each group of customers resulting from possible defaults over the expected life of the receivables. Based on this assessment, credit loss rate is determined in provision matrix. The credit loss rate is based on the experience of actual credit losses over past years adjusted to reflect the current economic conditions and forecasts of future economic conditions. Based on such credit loss rate, the Company records expected credit loss (ECL) allowance for trade receivables.</p> <p>In view of the above, we have considered measurement of ECL on trade receivables as a key audit matter.</p>	<p>In view of the significance of the matter, we applied the following audit procedures among others, to obtain sufficient and appropriate audit evidence</p> <ul style="list-style-type: none"> • Evaluating the accounting policy for impairment of trade receivables in terms of the relevant Indian accounting standard; • Testing the design, implementation and operating effectiveness of the Company's key internal financial controls. These controls relate to measurement of ECL on trade receivables. • Evaluated monitoring mechanism by the company related to credit control, collection of trade receivables, follow up for past due amounts and for identification and recognition of corresponding impairment losses. • For a sample of past due receivables, selected on the basis of risk, aging and volume, we examined the ageing of receivables, impairment losses provided/reversed during the year and compared them to historical experience. • Evaluating the Company's assessment regarding credit worthiness customers and identification of the credit impaired customers. • Balance confirmation requests were circulated to some of the customers, based on basis random sampling. • We evaluated the historical credit loss experience, current observable data and forward-looking outlook. • Assessing the adequacy of the related disclosures in the Standalone Financial Statements with reference to the relevant Indian accounting standards.

S. No.	Key Audit Matters	Auditor's Response
2	<p>Assessment of Contingent liabilities in respect of certain litigations relating to direct taxes & indirect taxes and various claims led by other parties not acknowledged as debt.</p> <p>There is a high level of judgement required in estimating the contingent liabilities. The company's assessment of contingent liabilities is supported by the facts of the matter, the Company's judgement thereon, past experiences and advice from legal and independent tax consultants wherever necessary.</p> <p>Accordingly, unexpected adverse outcomes which may significantly impact the reported profits and net assets are disclosed in Note 37 of the Financial statements.</p> <p>We identified the above area as Key Audit Matters in view of associated uncertainty relating to the outcome of these matters.</p>	<p>We have obtained an understanding of the Company's procedure in respect of estimation and disclosure of contingent liabilities and adopted the following audit procedure:</p> <ul style="list-style-type: none"> • Reviewing the current status and material developments of legal matters. • Examining recent orders from competent authorities and/ or communication received from various authorities, judicial forums and follow-up action thereon. • Review and analysis of evaluation of the contentions of the company through discussions, collection of details of the subject matter under consideration, the likely outcome and consequent potential outcomes on those issues. • Based on the above procedures performed, the estimation and disclosures of contingent liabilities is considered to be adequate and reasonable.
3	<p>Revenue recognition for ash disposal services</p> <p>The entity provides ash disposal services to various clients, involving collection, transportation, and disposal of ash material.</p> <p>Assessment of whether the entity properly identifies distinct performance obligations related to ash disposal services, considering factors such as contractual terms, service delivery schedule, and client expectations.</p> <p>Evaluation of the entity's process for determining when control of the ash disposal services is completed. This involves reviewing contracts, service delivery documentation, and assessing whether the criteria for revenue recognition (such as customer acceptance, certification from third parties for completion of services) are met.</p> <p>The Company verifies the accuracy and completeness of the transaction price attributed to ash disposal services, including any variable consideration, discounts, and incentives offered to customers.</p> <p>The revenue recognition for ash disposal services is a significant audit matter due to the complexity involved in determining the appropriate timing and amount of revenue recognized under Ind AS 115.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> • Our audit procedures addressed whether the entity has correctly identified the distinct performance obligations in its Ash disposal contracts (e.g., collection, transportation, disposal, recycling). • Assessing the appropriateness of the estimated adjustments in the process; • We assessed whether the entity has appropriately allocated the transaction price to the identified performance obligations. • We evaluated the effectiveness of controls over identifying and estimating variable consideration (e.g., volume-based fees) and tested the operating effectiveness of these controls to ensure accurate recognition of revenue associated with variable consideration. • We evaluated the entity's method for measuring progress towards completion of ash disposal services for long-term contracts. • We tested the calculations used to determine the amount of revenue recognized based on the actual quantity of ash disposed during the period.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's board of directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we enclose in the Annexure – B, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as mentioned in Note No: 32
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - (i) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (ii) no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. In our opinion and according to the information and explanations given to us, the dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.
- vi. Based on our examination, which included test checks, The company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated from 26th, April 2023 for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

For A B C D & Co,

Chartered Accountants

Firm No: 016415S

Vinay Kumar Bachhawat- Partner

Membership No: 214520

Place: Chennai

Date: 24th May 2024

UDIN: 24214520BKCWSO5749

Annexure – A

to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report to the members of Refex Industries Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Refex Industries Limited ("the Company") as of March 31, 2024, in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

A Company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A B C D & Co,

Chartered Accountants

Firm No: 016415S

Vinay Kumar Bachhawat- Partner

Membership No: 214520

Place: Chennai

Date: 24th May 2024

UDIN: 24214520BKCWS05749

Annexure – B

to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Refex Industries Limited of even date)

1. Fixed Assets:

- a. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

The company has maintained proper records showing full particulars of intangible assets

- b. The Company has a program of physical verification of property, plant and equipment and right-of-use assets so to cover all the assets once every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment and right-of-use assets were due for verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- c. In respect of immovable properties given as collateral for loans from banks and financial institutions, the title deeds were deposited with the said banks/ financial institutions and the Company has obtained a confirmation from the said banks that the title deeds are in the name of the Company.

In respect of immovable properties of land and building that have been taken on lease and disclosed as right-of-use asset in the financial statements, the lease agreements are in the name of the Company.

- d. The Company has not revalued any of its property, plant and equipment (including right of-use assets) and intangible assets during the year.
- e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2. Inventories:

- a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the monthly statements filed by the Company with such banks are in agreement with the books of account of the Company.

3. a) In our opinion and according to information and explanation given to us, the Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. The aggregate amount of transaction during the year and balance outstanding at the balance sheet date with respect to loans and guarantees to subsidiaries and associates is mentioned in the following table:

Aggregate amount granted/ provided during the year	Guarantees	Loans
Subsidiaries	2,003.45	1,400.00
Holding company	-	-
Associates	-	-
Fellow subsidiaries	-	-
Others	-	-
Balance outstanding as at balance sheet date in respect of above cases		
- Subsidiaries	2,753.45	1,400.00
- Holding company	-	4,659.69
- Associates	-	-
- Fellow subsidiaries	-	-
- Others	7,748.00	-

3. b) In our opinion and according to information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
3. c) In our opinion and according to information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are not regular. The details of delay in repayment is mentioned in the following table:

Name of the entity	Amount (Rs. in Lakhs)	Due date	Date of Payment	Extent of delay	Remarks, if any
Sherisha Technologies Private Limited	447.33	31-03-2024	-	54 Days	Interest Payment Due

3. d) In our opinion and according to information and explanation given to us, there are no amount overdue for more than ninety days.

3. e) In our opinion and according to information and explanation given to us, there are loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

Name of the parties	Aggregate amount of loans or advances in the nature of loans granted during the year	Aggregate overdue amount settled by renewal to same parties	Percentage* of the aggregate to the total loans or advances in the nature of loans granted during the year
Sherisha Technologies Private Limited	-	4,659.69	-

3. f) In our opinion and according to information and explanation given to us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
4. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 regarding to the deposits accepted from the public are not applicable.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the same.
7. In respect of statutory dues and according to the information and explanations given to us:
- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities. There are no undisputed amounts payable in respect of the above as at 31st March, 2024 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, the particulars of dues of income tax, Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues on account of any dispute are as follows:

Name of the statute	Nature of the dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs. in Lakhs)
Income Tax Act, 1961	Income Tax dues	Commissioner (Appeals)	AY 2014-15	751.16
			AY 2019-20	4,731.69
			AY 2020-21	4,086.66
			AY 2021-22	1,154.35
		Writ Petition - Madras High Court	A.Y 2016-17	3,567.22
GST-Tamil Nadu	Input Tax	Chennai Appeals II Commissioner	F.Y 2018-19	356
GST-Maharashtra	Input Tax	Maharashtra Goods and services Tax	F.Y 2018-19	144

8. In our opinion and according to the information and explanations given to us, there are no transactions recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
9. b) In our opinion and according to the information and explanations given to us, the Company is not declared as a willful defaulter by any bank or financial institution or other lender.
9. c) The company has taken term loans during the year and were applied for the purpose for which the loans were obtained.
9. d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.
9. e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
9. f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary companies (as defined under the Act).
10. a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause(x)(a) of the Order is not applicable.
10. b) In our opinion and according to the information and explanations given to us, the company has made private placement of shares during the year and has complied with the requirements of section 42 and section 62 of the Act. The funds raised have been used for the purposes for which the funds were raised.
- 11.a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, clause(xi)(a) of the Order is not applicable.
- 11.b) No report under subsection (12) of section 143 of the Companies Act has been filed in form ADT-4 as prescribed under the rule 13 of the Companies (Audit and Auditors) Rules,2014 with the central government, during the year and up to the date of this report.
- 11.c) During the year, there were no whistle blower complaints received by the company. Accordingly, clause 3(xi)(c) of the Order is not applicable.
12. The Company is not a Nidhi Company. Therefore, the provisions of clause(xii) of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the standalone Ind AS Financial Statements as required by the applicable accounting standards.
- 14.a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system, commensurate with the size and nature of its business.
- 14.b) The reports of the internal auditors for the year under audit were considered by us, as part of our audit procedures.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of section 192 and clause(xv) of the Order are not applicable to the Company.

- 16.a) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause(xvi) of(a), (b)and (c) the Order are not applicable to the Company.
- 16.b) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.
17. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
19. In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on facts up to the date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- 20.a) In our opinion and according to the information and explanations given to us, in respect of other than ongoing projects, there are no unspent amounts to be transferred to a fund specified in Schedule VII of the Companies Act in compliance with second proviso to subsection (5) of section 135 of the said act.
- 20.b) In our opinion and according to the information and explanations given to us, there are no amount remaining unspent under sub-section (5) of section 135 of the Act, pursuant to any ongoing project, to be transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.
21. The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For A B C D & Co,

Chartered Accountants

Firm No: 016415S

Vinay Kumar Bachhawat- Partner

Membership No: 214520

Place: Chennai

Date: 24th May 2024

UDIN: 24214520BKCWSO5749

Standalone Balance Sheet

as at March 31, 2024

(Rs. In Lakhs)

Particulars	Note No	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	8,807.70	8,614.17
(b) Right of use assets	2	5,608.62	6,057.30
(c) Capital Work in Progress	3	861.10	324.78
(d) Intangible	1	4.12	4.65
(e) Non-current financial assets			
(i) Investments	4	8,112.20	7,385.27
(ii) Other non-current financial assets	5	1,400.00	-
(f) Deferred Tax Assets (Net)	6	219.53	192.28
(g) Other non-current assets	7	73.46	35.77
Current assets			
(a) Inventories	8	719.49	1,081.40
(b) Financial Assets			
(i) Trade receivables	9	30,540.95	24,516.51
(ii) Cash and cash equivalents	10	3,289.82	1,017.64
(iii) Other current financial assets	11	8,339.79	8,385.59
(c) Contract Asset	12	3,832.39	3,607.67
(d) Current Tax Assets (Net)	13	-	-
(e) Other current assets	14	3,018.54	13,982.09
Total Assets		74,827.71	75,205.11
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	2,313.63	2,210.70
(b) Other Equity	16	44,951.92	29,228.95
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Long term Borrowings	17	3,896.24	4,045.78
(ii) Lease Liability	2	6,212.96	6,497.64
(b) Long Term provisions	18	121.08	47.25
(c) Deferred Tax Liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Short term Borrowings	17	5,723.84	4,112.24
(ii) Lease Liability	2	284.66	261.58
(iii) Trade payables			
Total outstanding dues of micro enterprise and small enterprises		1,020.51	389.00
Total outstanding dues other than micro enterprise and small enterprises	19	4,222.71	18,869.56
(iv) Other financial liabilities	20	582.42	342.99
(b) Short Term Provisions	21	57.88	71.06
(c) Other current liabilities	22	5,439.86	9,128.35
Total Equity and Liabilities		74,827.71	75,205.11
Material Accounting policies	A-B		
The accompanying notes form an integral part of these financial statements	31-45		

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

Place: Chennai | **Date:** 24-5-2024

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320

Statement of Standalone Profit or Loss

for the year ended March 31, 2024

(Rs. In Lakhs)

Particulars	Note No	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Income			
I. Revenue from operations	23	1,37,055.78	1,62,914.96
II. Other income	24	1,827.75	828.78
III. Total Income (I+II)		1,38,883.53	1,63,743.74
IV. Expenses			
a. Cost of material and services consumed	25	26,788.16	20,131.53
b. Purchase of stock in trade	26	91,085.12	1,22,397.25
c. Changes in inventories of finished goods and stock-in-trade		308.44	(281.47)
d. Employee benefits expenses	27	1,620.84	1,403.97
e. Finance costs	28	2,639.86	1,941.03
f. Depreciation and Amortization Expense	29	880.24	689.04
g. Other Expenses	30	2,377.34	1,798.77
Total expenses (IV)		1,25,700.00	1,48,080.12
V. Profit/(loss) before exceptional items and tax		13,183.53	15,663.62
VI. Exceptional items		(13.07)	(24.73)
VII. Profit/(loss) before tax		13,170.46	15,638.89
VIII. Tax expense			
a. Current Tax		3,208.22	4,126.60
b. Deferred Tax (Asset)		(27.27)	(92.24)
c. Taxes relating to earlier years		(105.22)	(1.82)
IX. Profit/(loss) for the period		10,094.72	11,606.35
X. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plan actuarial gains/ (losses)		(18.09)	(24.39)
		(18.09)	(24.39)
XI. Total Comprehensive Income for the period (Comprising profit and other comprehensive income for the period)		10,076.63	11,581.96
XII. Earnings per equity share			
a. Basic		9.12	10.78
b. Diluted		9.08	10.77
XIII. Weighted average equity shares used in computing earnings per equity share			
a. Basic		11,06,36,525	10,76,74,230
b. Diluted		11,12,15,947	10,77,82,165
Material Accounting policies	A-B		
The accompanying notes form an integral part of these financial statements	31-45		

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

Place: Chennai | **Date:** 24-5-2024**For and on behalf of the Board of Directors****T. Anil Jain**

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320

Standalone Statement of Cash Flow

for the period ended March 31, 2024

(Rs. In Lakhs)

Particulars	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Cash flows from operating activities		
Net Profit before Taxes as per statement of profit & loss (After exceptional items)	13,170.46	15,638.90
Adjustments for:		
Depreciation and Amortisation expense	880.24	689.04
Finance Costs	2,639.86	1,941.03
Employee Stock Option Expenses	22.25	24.95
Provision for diminution in value of investments	13.07	24.73
Bad Debts written off	33.24	87.78
Provision for doubtful debts	-	347.78
Gratuity Expenses	35.42	30.83
Earned Leave Expenses	29.73	12.03
Interest income	(688.45)	(677.67)
Interest on income tax refund	-	(84.20)
Profit on sale of fixed assets	-	(8.60)
Taxes relating to earlier years	105.22	1.82
Operating cash flow before working capital changes	16,241.04	18,028.43
Changes in working capital		
Decrease/(Increase) in Inventories	361.90	(334.95)
Decrease/(Increase) in Trade Receivables	(6,057.68)	(13,309.53)
Decrease/(Increase) in Other current Financial Assets	395.42	1,024.20
Decrease/(Increase) in Contract Asset	(224.71)	(3,607.67)
Decrease/(Increase) in Other current Assets	10,963.55	(13,420.92)
Decrease/(Increase) in Other non-current financial assets	(1,400.00)	700.00
Decrease/(Increase) in Other non-current assets	(37.69)	(32.13)
(Decrease)/Increase in Trade Payables	(14,015.33)	11,533.16
(Decrease)/Increase in Other financial liabilities	239.43	116.41
(Decrease)/Increase in other current liabilities	(4,525.56)	3,845.23
(Decrease)/Increase in Long term Provisions	(9.49)	(100.97)
(Decrease)/Increase in Short term Provisions	(13.18)	-
Income taxes (paid) / received	(2,366.97)	(1,650.51)
Cash used in operating activities [A]	(449.26)	2,790.72

Standalone Statement of Cash Flow

for the period ended March 31, 2024

(Rs. In Lakhs)

Particulars	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Cash flows from investing activities		
Purchase of fixed assets	(1,196.24)	(7,198.94)
Proceeds from sale of fixed assets	35.39	59.94
Investment in fixed deposits	(504.30)	(627.52)
Purchase of Investments	(740.00)	(10.00)
Interest received	843.14	10.42
Cash used in investing activities [B]	(1,562.01)	(7,766.10)
Cash flows from financing activities		
Cash proceeds from the issue of shares	6,279.84	1,436.49
Proceeds from long term and short-term borrowings	1,462.05	6,650.37
Dividend paid	(552.82)	-
Interest paid	(1,843.86)	(1,050.59)
Payment of lease rentals	(1,061.76)	(1,072.12)
Cash generated from financing activities [C]	4,283.45	5,964.16
Increase in cash and cash equivalents	2,272.18	988.78
Cash and cash equivalents at the beginning of the year	1,017.64	28.86
Cash and cash equivalents at the end of the year	3,289.81	1,017.64
Components of cash and cash equivalents		
Cash on hand	1.47	0.41
Balances with banks	3,288.35	1,017.22
Total cash and cash equivalents	3,289.82	1,017.64

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

Place: Chennai | **Date:** 24-5-2024**For and on behalf of the Board of Directors****T. Anil Jain**

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320

Standalone Statement of Changes in Equity

for the period ended March 31, 2024

EQUITY SHARE CAPITAL

Particulars	Balance as at 1 st April 2022	Change during FY 22-23	Balance as at 31 st March 2023	Balance as at 1 st April 2023	Change during FY 23-24	Balance as at 31 st 2024
Equity share capital	2100.20	110.50	2,210.70	2210.70	102.93	2313.63

OTHER EQUITY

For the year ended March 31, 2024

Particulars	Reserves and Surplus					Other Components of Equity		Total
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share based payment	Remeasurement of Net Defined benefit Liability/ Asset		
Balance as at April 01, 2023	422.10	5,584.52	-	23,221.70	24.95	(24.32)	29,228.95	
Additions during the year	-	6,189.55	-	-	-	-	6,189.55	
Movement to Reserves	-	-	-	10,094.72	-	-	10,094.72	
Share based payments	-	-	-	-	46.20	-	46.20	
Exercise of stock option by employees	-	-	-	-	(12.64)	-	(12.64)	
Transfer of lapsed stock option	-	-	-	-	(23.95)	-	(23.95)	
Dividend paid during the year	-	-	-	(552.82)	-	-	(552.82)	
Other Comprehensive Income for the Year	-	-	-	-	-	(18.09)	(18.09)	
Balance as at March 31, 2024	422.10	11,774.07	-	32,763.60	34.57	(42.41)	44,951.91	

For the year ended March 31, 2023

Particulars	Reserves and Surplus					Other Components of Equity		Total
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share based payment	Remeasurement of Net Defined benefit Liability/ Asset		
Balance as at April 01, 2022	422.10	4,258.52	-	11,615.34	-	0.07	16,296.03	
Additions during the year	-	-	-	-	-	-	-	
Movement to Reserves	-	1,326.00	-	11,606.36	24.95	-	12,957.31	
Dividend paid during the year	-	-	-	-	-	-	-	
Other Comprehensive Income for the Year	-	-	-	-	-	(24.39)	(24.39)	
Balance as at March 31, 2023	422.10	5,584.52	-	23,221.70	24.95	(24.32)	29,228.95	

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

DIN: 00181960

Dinesh Kumar Agarwal

Director

DIN: 07544757

Uthayakumar Lalitha

Chief Financial Officer

G Divya

Company Secretary

Membership No.: A37320

Place: Chennai | Date: 24-5-2024

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

A) Corporate Information:

From realizing the commercial potential of HFC gases and diversifying into refrigerant gases, Refex Industries Limited (Refex) has consistently delivered out-of-the-box innovation coupled with positive financial sustainability, at every step of the way. With its inception in the year 2002, Refex Industries successfully broke the monopoly that existed in the controlled refrigerant gas market. After its well-established leadership in refrigerant gases, Refex now brings its delivery expertise in offering services like coal trading, coal yard management and coal ash handling to thermal power plants.

i. Refrigerant Gas:

Refex Industries Limited (REFEX) is a specialist manufacturer and re-filler of Refrigerant gases, particularly, environmentally acceptable gases that are replacements for Chloro-Fluoro-Carbons (CFC's). These are used primarily as refrigerants, foam blowing agents and aerosol propellants. It exercises superior quality control and efficiency with the help of advanced technology. Refex has been committed to being an exemplary player in terms of safety, protection of health and environment, and sustainable development.

ii. Handling and Disposal of Fly Ash:

Ash is the by-product from the burning of coal which is the fuel to all thermal power plants. 30-45% of the burnt coal is ash. This ash is full of heavy metals and toxins which if not handled properly could pollute air, land and water bodies.

During the running of a power plant ash is continuously produced and stored in silos which have to be continuously evacuated. The fly ash from the silos is a raw material required for the production of PPC cement, manufacturing of bricks, concreting of infrastructure projects like roads, bridges etc. This fly ash from the silos is transported in closed bulkers.

The excess undisposed ash from the silos is then sent to the ash dyke from where it is evacuated by filling in trucks for mine reclamation, filling of low-lying areas, embankments etc. as per the guidelines of Ministry of Mines and Ministry of Environment and Forests (MoEF).

Round the clock services for coal yard management, shifting of uncrushed coal and Housekeeping Works:

With immense experience in handling ash in large number of trucks and bulkers, company have

ventured into providing coal yard management services.

Uncrushed coal from trucks is first stored in the coal yard in the form of heaps. This coal is then transported and fed into the track hoppers at the Coal Handling Plant area. The un-sized coal which doesn't pass through the grizzly is broken to smaller sizes before it goes through. These services are provided round the clock to ensure sufficient supply of coal to run the power plant uninterruptedly.

The Company also provide housekeeping services in the coal handling plant (CHP) areas like in the conveyor belt surrounding areas, cable trays, trenches, drains, sump pit where spilled coal is to be collected and shifted manually with adequate manpower to ensure the smooth functioning of the equipment.

iii. Coal Trading:

The Company source quality coal from domestic and international players and offer at competent prices to the power plants.

With a boost in infrastructure in India, Refex foresees a tremendous growth in all the business segments.

iv. Power Trading:

Refex Industries Limited's power trading vertical offers a wide range of power trading solutions, encompassing power exchange, bilateral agreements, power banking & swapping, and group captive models. The Company's expertise extends to both conventional and non-conventional sources of power, catering to diverse entities across India. Refex had been granted a Category I licence for power trading in March 2022

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

B) Material Accounting Policies

B.1) Basis of Preparation of financial statements

a) Statement of Compliance

The financial statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015.

b) Preparation and compliance with Indian Accounting Standards (IND AS)

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Standalone financial statements is determined on such a basis, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

c) Historical Cost convention

The financial statements have been prepared under historical cost convention on accrual basis except for certain assets and liabilities as stated in the respective policies, which have been measured at fair value.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

B.2) Summary of Material Accounting Policies

a) Current / Non-Current classification

The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

b) Revenue recognition

i) Revenue from Sales of goods and Electricity

The company manufactures and sells a range of refrigerant gases and generates electricity. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. In case of electricity, sales are recognised when power generation is passed on to the electricity grid.

Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the customer has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

No element of financing is deemed present as the sales are made with the credit term, consistent with market practice.

A receivable is recognised when the goods/electricity are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

ii) Revenue from sale of services

Revenue from providing services is recognized in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognized based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. The proportion of service rendered is determined by cost involved for the project as against total cost. Any promise made in the contract, which are identified distinct is accounted for as a separate performance obligation. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost-plus margin.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management. In case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the company exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

c) Interest income:

Interest income from, if any, non-current financial assets are recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Interest income from fixed deposits in banks is recognised on time proportion basis, determined by the amount outstanding and the rate applicable.

Fair value gains on current investments carried at fair value are included in other income.

Other items of income are recognised as and when the right to receive arises.

d) Property Plant and Equipment

i) Tangible Assets

Freehold land is carried as historical cost. All other items of property plant and equipment are stated at historical cost of acquisition less accumulated depreciation and amortization and impairment. Historical cost includes purchase price, taxes and duties (Net of tax credits), labour cost and directly attributable overhead expenditure incurred upto the date the asset is ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

Depreciation is recognised using the straight-line method. The estimated useful lives and residual values are reviewed at the end of each year, with the effect of any changes in estimate accounted for on a prospective basis. The useful lives of assets are adopted to as specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

On transition to Ind AS, Group has elected to continue carrying value of all its property plant and equipment recognized as at 1 April 2017 measured as per the previous GAAP and use that carrying value as deemed cost of the property, plant and Equipment.

An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposal of an item of property plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

ii) Intangible assets

Rights under Service Concession Arrangements

Intangible assets are recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment.

Other intangible assets

Specialized software is amortized over a period of three to six years on straight line there is no time period, only subscription payable basis from the month in which the addition is made.

Intangible assets acquired are measured at cost less accumulated amortisation and impairment losses.

Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods to allocate the assets' revised carrying amount over its remaining useful life.

iii) Impairment of assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

iv) Capital Work in Progress

The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

v) Depreciation and amortization

Depreciation

The depreciable amount of an item of PPE is allocated on a straight-line basis over its useful life as prescribed above.

If part of an item of PPE with a cost that is significant in relation to the total cost of the asset and useful life of that part is different from remaining part of the asset; such significant part is depreciated separately. Depreciation on all such items have been provided from the date they are 'Available for Use' till the date of sale / disposal and includes amortization of intangible assets. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Depreciation is charged on pro-rata basis from the date of addition / till the date of disposal. Gains and losses on disposal of assets are determined by comparing the sale proceeds with the carrying amount. These are included in profit or loss within other income.

The residual values are not more than 5% of original cost of the asset. The asset's residual value and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

e) Borrowing costs

The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset as a part of the cost of the asset. The Company recognises other borrowing costs as an expense in the period in which it incurs them. A qualifying asset is an asset that necessarily takes a substantial period to get ready for its intended use or sale.

To the extent the Company borrows generally and uses them for the purpose of obtaining a qualifying asset, amount of borrowing cost eligible for capitalization is computed by applying a capitalization rate to the expenditure incurred. The capitalization rate is determined based on the weighted average of borrowing costs, other than borrowings made specifically towards purchase of a qualifying asset.

f) Foreign currency translation

- a) Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.
- b) Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing rate are adjusted in the cost of fixed assets specifically financed by the borrowings contracted, to which the exchange differences relate.
- c) Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

g) Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Short Term obligations

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- d) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- e) in case of non-accumulating compensated absences, when the absences occur.

Post-employment obligation

The company operates the following post-employment benefit schemes.

Defined benefit plans such as gratuity for its eligible employees and defined contribution plans such as provident fund.

Defined Benefit Plan (Gratuity)

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the year in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Defined Contribution Plan (Provident Fund)

The State governed provident fund linked with employee pension scheme are defined contribution plans. The contribution paid/ payable under the scheme is recognised during the period in which the employee renders the related service.

Other long-term employee benefits

The obligation for other long-term employee benefits such as long term compensated absences, liability on account of Retention Pay Scheme are recognised in the same manner as in the case of defined benefit plans as mentioned above.

h) Taxes on Income

Income tax expense represents the sum of the current tax and deferred tax.

Current tax

The current tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Minimum Alternate Tax (MAT) is accounted as current tax when the Company is subjected to such provisions of the Income Tax Act. However, credit of such MAT paid is available when the Company is subjected to tax as per normal provisions in the future. Credit on account of MAT is recognized as an asset based on its recoverability in the future.

i) Provisions and contingent liabilities

Provisions

A provision is recorded when the Company has a present or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

j) Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has the right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of the right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses an incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

Standalone notes forming part of

Financial Statements

as at and for the year ended March 31, 2024

k) Cash and Cash equivalents

Cash and cash equivalents include cash in hand, Balances in Bank and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

l) Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- (i) Those measured subsequently at fair value through other comprehensive income (in case of investments in equity instruments) through profit or loss (in case of investments in mutual funds)
- (ii) Those measured at amortised cost
- (iii) The classification is based on the Company's business model for managing the financial assets and the contractual terms of the cash flow for assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

Measurement

Initial Measurement

The Company measures a financial asset at its fair value plus cost that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

Investments

Fair value through Profit and loss

Assets that do not meet the criteria for amortised cost or Fair Value Through Other Comprehensive Income (FVOCI) are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Other financial assets

After Initial Measurement, financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR) method. Amortised cost is calculated by considering any discount or premium and fees or cost that are an integral part of EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Impairment of financial assets

The Company assesses on a forward-looking basis, the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

For trade receivables (If any), the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognised from initial recognition of the receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each Balance Sheet date, right from its initial recognition

De recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

m) Financial Liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities shall be subsequently measured at fair value

Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

n) Government grants

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve.

o) Dividend to Shareholders

Final dividend distributed to equity shareholders is recognized in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognized when approved by the Board of Directors at the Board Meeting. Dividend distributed is recognized in the Statement of Changes in Equity.

p) Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

q) Derivative financial instruments

The Company uses derivative financial instruments, such as forward contract to manage its exposure to foreign exchange risks. Any derivative that is either not designated as a hedge or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses/ fair value changes are included in Statement of profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

r) Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM").

The board of directors of the Company assesses the financial performance and position of the Company, and makes strategic decisions. The board of directors has been identified as being the CODM. Refer note 36.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

s) Prior Period

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that led to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

t) Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

u) Critical Estimates and Judgements

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amount of assets and liabilities as of the balance sheet date and reported revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant circumstances as of the date of financial statements. Actual amounts could differ from these estimates.

This note provides an overview of the areas that involve a higher degree of judgment or complexity, and of items which may be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed in about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation of each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

- a) Estimation of current tax expense and payable.
- b) Estimation of defined benefit obligation – Note 35 in notes to accounts
- c) Estimation of useful life of Property, Plant and Equipment and Intangibles.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

(Rs in lakhs)

Note 1 - Property Plant and Equipment and Intangibles

Description	Land	Building	Plant and Machinery -Cylinders	Plant and Machinery - Others	Electrical Installation	Furniture and Fixtures	Office Equipment	Vehicles	Total	Intangibles
As at 31 March 2022 (At Cost)	900.52	260.04	269.27	572.39	106.29	13.97	36.71	242.13	2,401.33	5.56
Additions during the year	2,502.75	3,328.48	138.32	916.01	-	0.52	27.56	-	6,913.64	-
Deletions during the year	-	-	37.59	10.07	51.72	-	0.23	-	99.61	-
As at 31 March 2023 (At Cost)	3,403.27	3,588.52	370.00	1,478.33	54.57	14.50	64.04	242.13	9,215.36	5.56
Additions during the year	-	-	65.62	574.62	0.90	-	18.11	0.66	659.91	-
Deletions during the year	-	-	25.15	2.80	-	-	-	20.80	48.76	-
As at 31 March 2024 (At Cost)	3,403.27	3,588.52	410.47	2,050.14	55.47	14.50	82.15	221.99	9,826.51	5.56
Depreciation and amortization										
As at 31 March 2022	-	58.26	104.77	91.11	74.38	10.38	12.14	60.35	411.39	0.37
Charge for the year	-	17.04	22.95	148.58	13.33	0.95	8.52	26.76	238.13	0.53
Deletions during the year	-	-	8.89	2.85	36.42	-	0.19	-	48.35	-
As at 31 March 2023	-	75.30	118.84	236.84	51.29	11.33	20.47	87.11	601.17	0.90
Charge for the year	-	116.79	31.78	241.28	1.17	0.98	13.20	25.81	431.02	0.53
Deletions during the year	-	-	5.07	1.25	-	-	-	7.05	13.37	-
As at 31 March 2024	-	192.09	145.55	476.87	52.46	12.31	33.67	105.86	1,018.81	1.43
Net Book Value										
As at 31 March 2024	3,403.27	3,396.43	264.93	1,573.27	3.01	2.19	48.47	116.13	8,807.70	4.12
As at 31 March 2023	3,403.27	3,513.22	251.17	1,241.47	3.29	3.17	43.57	155.03	8,614.17	4.65
As at 31 March 2022	900.52	201.78	164.50	481.28	31.92	3.59	24.57	181.78	1,989.93	5.18

Regrouping of asset has been made by the Management depending on the nature of the particular assets and appropriate treatment for the same.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 2 - Right of Use (ROU) Asset

(Rs. In Lakhs)			
Description	Land	Plant & Machinery	Total
Balance as at April 1, 2023	561.82	5,495.48	6,057.30
Additions during the year	-	-	-
Deletions during the year	-	-	-
Depreciation	41.62	407.07	448.68
Balance as at 31 March 2024	520.20	5,088.41	5,608.62

The movement in lease liabilities during the year ended March 31, 2024 is as follows:

(Rs. In Lakhs)			
Description	Land	Plant & Machinery	Total
Balance as at April 1, 2023	646.30	6,112.93	6,759.23
Additions during the year	-	-	-
Finance Cost accrued during the year	66.57	733.58	800.15
Deletions during the year	-	-	-
Repayment of Lease Liability	91.58	970.18	1,061.77
Balance as at 31 March 2024	621.29	5,876.32	6,497.61

The details of the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis are as follows:

Particulars	31-03-2024
Not Later than one year	284.66
Later than one year and not later than Five Years	1,433.75
Later Than Five Years	4,779.21
Total	6,497.61

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 3 - Capital Work in Progress

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Work in Progress	861.10	324.78
Total Capital Work in Progress	861.10	324.78

3(a) Ageing as at 31st March, 2024

(Rs. In Lakhs)

Particulars	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Building under renovation*	861.10	-	-	-	861.10
Total					861.10

*Capital work in progress of Rs. 861.10 Lakhs incurred towards renovation of building acquired in the financial year 2022-2023.

Ageing as at 31st March, 2023

(Rs. In Lakhs)

Particulars	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Vehicles#	324.78	-	-	-	324.78
Total					324.78

#Capital work-in-progress of Rs. 324.78 Lakhs incurred towards acquisition of vehicle chassis during the F.Y 22-23 is completed during the F.Y 23-24 and hence the same is Capitalised for the year ended 31st March 2024.

Note 4 - Non-Current Investments

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Investments measured at cost In equity shares of wholly owned subsidiary companies (Unquoted, fully paid up) Refex Green Mobility limited **		
75,00,000 Equity Shares of Rs. 10/- each	750.00	10.00
Investments measured at Fair value through P&L (Unquoted, fully paid up)		
Units of RKG Fund I	915.00	915.00
Units of RKG Fund II	6,485.00	6,485.00
Less: Provision for diminution in the value of investment	(37.80)	(24.73)
Total Aggregate Book Value of unquoted Investments	8,112.20	7,385.27

**Investment in subsidiary company is increased from 99.99% to 100% during the year resulting in Refex Green Mobility Limited becoming wholly-owned subsidiary company effective from April 17, 2023.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 5 - Other Non-Current Financial Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured - Loans and advances to subsidiary measured at amortized cost	1,400.00	-
Total	1,400.00	-

Note 6 - Deferred Tax Asset(s)/ (Liabilities)

Tax recognised in Statement of profit and loss

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current income tax		
Current year	3,208.22	4,126.60
Less: MAT Entitlement Credit	-	-
Sub Total (A)	3,208.22	4,126.60
Deferred tax expense		
Origination and reversal of temporary differences	(27.27)	(92.24)
Sub Total (B)	(27.27)	(92.24)
Total (A+B)	3,180.95	4,034.36

Reconciliation of effective tax rates

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Profit before tax	13,170.46	15,638.89
Enacted tax Rate (under Normal Provisions) *	25.17%	25.17%
Computed Expected Tax Expenses - Normal Provision	3,314.74	3,936.00
Effect of expenses that are not deductible in determining Taxable Profit	(133.79)	98.36
Effective Tax	3,180.95	4,034.36

*The Company has opted for Section 115BAA

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Property Plant and Equipment	(88.23)	(24.81)
Provision for Leave Encashment	15.30	9.04
Provision for Gratuity	15.64	3.08
Provision for Expected Credit Loss	53.07	204.15
Interest on MSME	-	0.82
Lease liability (Net of ROU Asset)	223.75	-
Net Deferred Tax Assets/ (Liabilities)	219.53	192.28

Movement in deferred tax balances during the period ended 31st March, 2024

(Rs. In Lakhs)

Particulars	Balance As at March 31, 2023	Recognised in profit & loss	Recognised in OCI	Balance As at 31 March, 2024
Property, Plant & Equipment	(24.81)	(63.41)	-	(88.23)
Provision for Leave Encashment	9.04	6.26	-	15.30
Provision for Gratuity	3.08	12.56	-	15.64
Provision for Expected Credit Loss	204.15	(151.08)	-	53.07
Interest on MSME	0.82	(0.82)	-	-
Lease liability (Net of ROU Asset)	-	223.75	-	223.75
Total	192.28	27.27	-	219.53

Note 7 - Other Non-Current Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Advance	38.46	25.77
Security deposit to Vendors	35.00	10.00
Total	73.46	35.77

Capital advance is paid towards renovation of building which is reflected as Capital Work-in-Progress of the current period.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 8 – Inventories

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials and Spares		
Stock - in - Trade	719.49	1027.94
Goods - in - Transit	-	53.46
Total	719.49	1,081.40

Note 9 - Trade Receivables

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables Unsecured - Considered good	30,751.80	25,327.60
Less: Impairment for Trade receivable under Expected Credit Loss model	(210.85)	(811.09)
Total	30,540.95	24,516.51

Trade receivables ageing schedule for the year ended as on March 31, 2024:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	
(i) Undisputed Trade receivables – considered good	20,502.93	10,053.41	99.83	60.35	0.81	3.23	30,720.56
(ii) Undisputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	23.32	7.91	-	-	-	31.24
(v) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	20,502.93	10,076.73	107.75	60.35	0.81	3.23	30,751.80
Less: Allowance for credit loss							(210.85)
Total Trade receivable							30,540.95

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Trade receivables ageing schedule for the year ended as on March 31, 2023:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	
(i) Undisputed Trade receivables – considered good	-	25,191.69	39.65	59.23	15.03	17.48	25,323.08
(ii) Undisputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	4.52	-	-	4.52
(v) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	-	25,191.69	39.65	63.75	15.03	17.48	25,327.60
Less: Allowance for credit loss							(811.09)
Total Trade receivable							24,516.51

Note 10 - Cash and cash equivalents

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Balances with banks		
• Current Accounts	26.58	1,011.67
• Dividend Account	11.28	5.55
• Share Subscription Account	3,250.50	-
(ii) Cash on hand	1.47	0.41
Total	3,289.82	1,017.64

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 11 - Other Current Financial Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good;		
• Loans and advances to Related Parties measured at amortized cost	4,659.69	4,659.69
• Fixed deposits with Bank	1,515.00	1,010.70
• Short Term deposits	1,652.53	1,427.95
• Interest receivable from Related Parties*	472.38	633.56
• Interest receivable from Fixed Deposits	40.19	33.69
• Inter Corporate Deposit	-	620.00
Total	8,339.79	8,385.59

Out of the above interest receivable from related parties, Rs 447.33 Lakhs is received as on 20th May, 2024.

Note 12 - Contract Asset

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unbilled debtors	3,832.39	3,607.67
Total	3,832.39	3,607.67

Unbilled debtors represent unbilled revenue generated from Ash and coal handling segment where the performance of the work has been completed, however the certificate from customer is awaiting to generate the final invoice.

Note 13 - Current Tax Asset

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Withholding Taxes	1,411.35	1,701.65
Less: Adjusted against current tax liability	(1,411.35)	(1,701.65)
Total	-	-

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 14 - Other Current Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured considered good		
Advance to Suppliers	2,108.06	13,225.71
Balances with Government Authorities	349.22	619.53
Prepaid Expenses	107.04	117.23
Loans and advances to Employees	32.93	15.51
Other Current assets	421.29	4.11
Total	3,018.54	13,982.09

Note 15 - Equity Share Capital

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised Share Capital		
Equity Shares (17,50,00,000 Nos of Rs. 2 each)	3,500.00	3,500.00
Preference Shares (5,00,000 Nos of Rs. 100 each)	500.00	500.00
Total	4000.00	4000.00
Issued		
Equity Shares (11,56,81,390 Nos of Rs.2 each)	2,313.63	2,210.70
Subscribed And Paid Up		
(i) Equity Shares (11,56,81,390 Nos of Rs.2 each)	2,313.63	2,210.70
Total	2,313.63	2,210.70

Notes:

- (i) The equity shares of the Company have been split/ sub-divided from 01 (One) Equity Share of face value of Rs. 10/- each to 05 (Five) Equity Shares of face value of Rs. 2/- each, fully paid-up, ranking pari-passu in all respects, with effect from the record date i.e., March 22, 2024.
- (ii) Effecting the Stock Split, the Authorised Share Capital of the Company was revised from Rs. 40,00,00,000/- consisting of 3,50,00,000 equity shares of Rs. 10/- each and 5,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each to Rs. 40,00,00,000/- consisting of 17,50,00,000 equity shares of Rs. 2/- each and 5,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each post sub-division.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

- (iii) The Company has allotted 1,25,75,000 warrants on preferential basis to Sherisha Technologies Private Limited, one of the Promoters of the Company, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of face value of Rs. 2/- each of the Company, at a cash price of Rs. 125/- each (including premium of Rs. 123/- each) aggregating to Rs. 157,18,75,000/- (Rupees One Hundred Fifty-Seven Crore Eighteen Lakh and Seventy-Five Thousand only) at the meeting of the Banking & Authorization Committee of the Board of Directors, held on April 11, 2024. Further, an amount of Rs. 39,29,68,750/- (Rupees Thirty-Nine Crore Twenty-Nine Lakh Sixty-Eight Thousand Seven Hundred Fifty Only), which is equivalent to 25% of the Warrants Issue Price is received by the company towards Subscription in accordance with the provisions of the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder.
- (iv) Pursuant to approval of the Members obtained in the 2nd Extra-Ordinary General Meeting held on March 27, 2024, the Banking & Authorization Committee of the Board of Directors, at its meeting held on March 28, 2024, had allotted 50,00,000 Equity Shares of face value of Rs. 2/- each for cash consideration of Rs. 125/- each (including premium of Rs. 123/- each) aggregating to Rs. 62,50,00,000/- (Rupees Sixty-Two Crore Fifty Lakhs only) to Sherisha Technologies Private Limited, one of the Promoters of the Company.

Terms/rights attached to equity shares

- (i) The Company has only one class of equity shares having a par value of Rs. 2/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

Shareholding of promoters:

Promoter Name	As on 31-03-2024		As on 31-03-2023		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Anil Jain T	-	-	1,50,000	0.68%	(0.68%)
Tarachand Jain	-	-	3,42,279	1.55%	(1.55%)
Sherisha Technologies Private Limited	6,39,48,085	55.28%	1,04,91,881	47.46%	7.80%
Ugamdevi Jain	-	-	5,68,713	2.57%	(2.57%)
Dimple Jain	-	-	97,714	0.44%	(0.44%)

Details of Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Nos	% of Holding	Nos	% of Holding
Sherisha Technologies Private Limited	6,39,48,085	55.28%	1,04,91,881	47.46%
Total	6,39,48,085	55.28%	1,04,91,881	47.46%

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 16 - Other Equity

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024						
	Reserves and Surplus					Other Components of Equity	
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share Based Payment	Remeasurement of Net Defined benefit Liability/ Asset	Total
Balance as at April 01, 2023	422.10	5,584.52	-	23,221.70	24.95	(24.32)	29,228.95
Addition during the year	-	6,189.55	-	-	-	-	6,189.55
Movement to Reserves	-	-	-	10,094.72	-	-	10,094.72
Share based payments	-	-	-	-	46.20	-	46.20
Exercise of stock option by employees	-	-	-	-	(12.64)	-	(12.64)
Transfer of lapsed stock option	-	-	-	-	(23.95)	-	(23.95)
Dividend paid during the year	-	-	-	(552.82)	-	-	(552.82)
Other Comprehensive Income for the Year	-	-	-	-	-	(18.09)	(18.09)
Balance as at March 31, 2024	422.10	11,774.07	-	32,763.60	34.57	(42.41)	44,951.92

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2023						
	Reserves and Surplus					Other Components of Equity	
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share Based Payment	Remeasurement of Net Defined benefit Liability/ Asset	Total
Balance as at April 01, 2022	422.10	4,258.52	-	11,615.34	-	0.07	16,296.03
Additions during the year	-	-	-	-	-	-	-
Movement to Reserves	-	1,326.00	-	11,606.36	24.95	-	12,957.31
Dividend paid during the year	-	-	-	-	-	-	-
Other Comprehensive Income for the Year	-	-	-	-	-	(24.39)	(24.39)
Balance as at March 31, 2023	422.10	5,584.52	-	23,221.70	24.95	(24.32)	29,228.95

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 17 - Borrowings - Short Term/ Long Term

(Rs. In Lakhs)

Borrowings Particulars	Short Term		Long Term	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
(i) Secured				
a. Vehicle Loan (Note (i))	71.83	946.24	49.25	49.78
b. Term Loan (Note (ii))	819.91	666.00	3,846.99	3,996.00
c. Workings Capital Loan				
• Banks (Note (iii))	2,500.00	2,500.00	-	-
d. Bank overdraft (Note (iv))	2,332.10	-	-	-
Total	5,723.84	4,112.24	3,896.24	4,045.78

Notes:

(i) Notes for the above vehicle loans:

Particulars	Maturity date	Terms of repayment	Rate of Interest (p.a)	Outstanding as on 31.03.2024 (In lakhs)
Daimler Finance Services India Private limited	01-12-2024	Monthly Instalments	7.04%	16.20
HDFC Bank Ltd - 124878582	07-03-2025	Monthly Instalments	6.75%	13.57
HDFC Bank Ltd -145109230	07-11-2026	Monthly Instalments	8.01%	75.71
HDFC Bank Ltd - 85991859	20-01-2025	Monthly Instalments	7.39%	15.59

(ii) In the Financial year 2022-23 company has acquired a term loan for the acquisition of Orchid Towers (Refex Towers) through financing from HDFC to the tune of Rs 4,662 lakhs. Loan amount outstanding as on 31.03.2024 is Rs. 3996 Lakhs and Rate of interest is 9.66% p.a. This loan is repayable in a tenure period of 6 years of 72 Equal Monthly Instalments. And in current Financial Year company has acquired Term loans for Rs. 762 Lakhs to finance the Capex of Orchid towers (the above-mentioned property) acquired in previous financial year. Loan amount outstanding as on 31.03.2024 is Rs. 731 Lakhs and Rate of Interest is 9.12 % p.a. These loans are repayable in a tenure period of 4 years of 57 Equal Monthly Instalments.

The above term loans are secured by Commercial property, Movable fixed assets and current assets of the company and personal guarantee by Mr. Anil Jain (Managing director) of the company

(iii) The company has taken a working capital demand loan from HDFC Bank repayable in 90 days for an amount of Rs. 2,500 lakhs. This is secured by hypothecation of present and future stock of raw materials, work-in-progress, finished goods, book debts and materials in transit.

(iv) The company has also taken a Cash credit facility from HDFC Bank repayable on demand for an amount of Rs. 2,500 lakhs. This is secured by exclusive charge on entire current assets, movable fixed assets and immovable fixed assets of commercial property of the company. This is secured by personal guarantee of Mr. Anil Jain (Managing director of the company) and corporate guarantee given by Sherisha Technologies Pvt Ltd

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

17(a): Maturity Profile of the secured loans:

(Rs. In Lakhs)

Particulars	Non - current			Total	Current
	1 - 3 years	3-5 years	> 5 years		< 1 year
Vehicle Loans	49.25	-	-	49.25	71.83
Term Loans	1,613.88	1,583.18	649.93	3,846.99	819.91
Total	1,663.13	1,583.18	649.93	3,896.24	891.74

Note 18 - Long Term Provisions

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits:		
- Gratuity	62.12	12.22
- Leave Encashment	58.95	35.03
Total	121.08	47.25

Note 19 - Trade Payables

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
- Dues to Micro and Small Enterprises	1,020.51	389.00
- Others Trade Payables	4,222.14	14,233.60
Acceptances	0.58	4,635.95
Total	5,243.23	19,258.55

19(a) Trade Payables ageing schedule for the year ended as on March 31, 2024:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than one year	1-2 years	2-3 years	3 years and above	Total
(i) MSME	1,018.16	0.91	1.44	-	1,020.51
(ii) Others	4,213.04	4.56	1.74	2.80	4,222.14
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total Trade Payables					5,242.65

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Trade Payables ageing schedule for the year ended as on March 31, 2023:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than one year	1-2 years	2-3 years	3 years and above	
(i) MSME	384.46	4.54	-	-	389.00
(ii) Others	14,229.45	1.35	-	2.80	14,233.60
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total Trade Payables					14,622.60

19(b) Disclosure for information in respect of Micro, Small and Medium Enterprises as at 31st March, 2024:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Amount remaining unpaid to any supplier:		
a) Principal Amount	1,020.51	389.00
b) Interest due thereon	-	-
Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount paid to the supplier beyond the appointed day;	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
Amount of interest accrued and remaining unpaid	1.45	3.24
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	1.45	3.24

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 20 - Other Financial Liabilities

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unclaimed Dividend	11.28	5.55
Interest accrued	57.35	61.50
Others*	513.79	275.95
Total	582.42	342.99

*Others Rs. 513.79 Lakhs as on 31.03.2024 and Rs. 275.95 Lakhs as on 31.03.2023 is Retention money payable to suppliers

Note 21 - Short Term Provisions

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee benefits	57.88	71.06
Total	57.88	71.06

Note 22 - Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Expenses	1,984.89	4,642.96
Provision for Taxation (Net)	1,796.87	2,424.95
Statutory Liabilities	609.72	543.71
Advance from customers	582.62	1,273.59
Provision for Interest expenses	317.83	155.69
Payable to Employees	11.85	1.83
Cylinder Deposit	8.69	10.94
Directors Remuneration Payable	4.47	4.47
Other current liabilities	122.91	70.22
Total	5,439.86	9,128.35

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 23 - Revenue From Operations

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Ash and Coal Handling	94,558.23	1,28,641.08
Revenue from Power Trading	28,089.75	18,755.22
Revenue from Refrigerant Gases	7,230.71	6,441.47
Revenue from Service Segment	5,564.26	6,799.22
Revenue from Solar Segment	1,036.26	1,153.50
Other operating revenue	576.56	1,124.47
Total	1,37,055.78	1,62,914.96

Note 24 - Other Income

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest on Inter-Company Deposits	622.17	633.56
Interest from Fixed Deposits	66.28	44.11
Interest from Security Deposits	1.10	-
Foreign Exchange Fluctuation - Gain	7.56	50.13
Liabilities no longer payable (write back)	466.73	1.29
Reversal of ECL provision	600.24	-
Rental income	49.98	3.09
Miscellaneous income	13.69	-
		3.80
Interest on Income Tax Refund	-	84.20
Profit on Sale of Fixed Assets	-	8.60
Total	1,827.75	828.78

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 25 - Cost of materials & services consumed:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance		
Opening Raw Materials and Components	1,027.94	746.47
Add:		
Cost of materials Consumed	6,229.18	16,715.61
Freight Inward	371.03	3,394.57
Consumption of Stores and Spares	28.47	21.35
Purchase Services	20,159.48	-
	26788.16	20131.53
Less: Closing Stock		
Closing Raw Materials and Components	(719.49)	(1,027.94)
Changes in inventories of finished goods & stock-in-trade	308.44	(281.47)

Note 26 - Purchase of Stock in Trade

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Purchase Coal	62,580.72	1,02,647.71
Purchase Solar module	547.12	1,081.25
Purchase Electricity	27,957.27	18,668.29
Total	91,085.12	1,22,397.25

Note 27 - Employee benefits expense

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Salary and Bonus	1,413.81	1,220.48
Contribution to Provident and Other Funds	49.54	36.78
Remuneration to Key Management personnel	84.00	84.00
Staff Welfare Expenses	51.23	37.76
Share-based payment expenses	22.25	24.95
Total	1,620.84	1,403.97

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 28 - Finance Cost

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest cost on financial liabilities measured at amortized cost	1,433.88	924.42
Other Charges	1,205.97	1,016.61
Total	2,639.86	1,941.03

The above interest cost includes Rs. 800.15 lakhs on account of interest on lease liability pertains to lease assets (Solar Power Plant)

Note 29 - Depreciation and Amortisation

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation / Amortisation for the year		
- Tangible Assets & Intangible assets	880.24	689.04
Total	880.24	689.04

The above amount includes depreciation on ROU asset of Rs. 448.68 Lakhs

Note 30 - Other expenses

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Rates and taxes	520.60	78.67
Legal, Professional & Expert Engagement Fees	357.26	352.68
Repairs and maintenances	260.96	97.51
Rent	240.72	145.67
CSR Expenses	180.98	23.13
Food, Accommodation & Travelling Expenses	169.74	291.74
Advertisement and Publicity	145.77	62.19
Insurance	101.49	101.16
License Fees	81.42	41.57
Power and fuel	54.97	12.13
General Expenses	50.54	36.19
Tender Fees	40.22	25.27
Bad Debts	33.24	87.78
Communication	31.77	23.20
Security Charges	26.59	11.29

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Particulars	As at March 31, 2024	As at March 31, 2023
Audit fees	20.00	11.00
Printing and stationery	18.00	12.73
Director Sitting Fees	9.20	6.95
Loss on Sale of Fixed Assets	3.14	-
Donation	0.14	25.53
Provision for Bad and Doubtful Debts as per ECL	-	347.78
Miscellaneous expenses	30.62	4.61
Total	2,377.34	1,798.77

30 (a) - Payment made to Auditors

Particulars	As at March 31, 2024	As at March 31, 2023
Payment made to statutory auditors:		
(i) As auditors	20.00	11.00
(ii) For taxation matters	-	-
(iii) For other services	-	-
(iv) For reimbursement of expenses	-	-
Total	20.00	11.00

30 (b) - Corporate Social Responsibility

Particulars	As at March 31, 2024	As at March 31, 2023
Amount required to be spent during the year	188.87	132.47
Amount of expenditure incurred	180.98	23.13
Amount carry forward from previous year	8.50	117.85
Amount of shortfall for the year	-	-
Amount of cumulative shortfall at the end of the year	-	-

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note - 31 Additional information pursuant to Schedule III of the Companies Act, 2013

Particulars	As at March 31,2024	As at March 31,2023
Expenditure in Foreign currency on:		
i) Salary and allowance	-	-
ii) Tours and Travels	0.41	-
iii) Import of Materials/ Equipment (CIF Value)		
a) Capital goods	-	-
b) Components and spares	-	-
c) Finished goods/Semi Finished goods	-	-
d) Raw Materials (Refrigerant Gases)	3,861.32	4,386.50
e) Others	40.57	-
Total Expenditure in Foreign currency	3,902.30	4,386.50
Earnings in Foreign Exchange	-	-

Note 32 - Contingent Liabilities

LITIGATIONS INVOLVING OUR COMPANY

Our Company is involved in certain legal proceedings, which are pending at varying levels of adjudication at different forums. The outstanding matters set out below include details of criminal proceedings, tax proceedings, statutory and regulatory actions, and other material pending litigation involving our Company.

We cannot assure you that these legal proceedings will be decided in favour of our Company, or that no further liability will arise out of these proceedings. Further, such legal proceedings could divert management time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

1) AGAINST OUR COMPANY

a. Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:

- i. "M/s Hindustan Fluoro Carbon Limited (the "Petitioner") has filed a writ petition (19504/2009) before the Hon'ble High Court of Telangana at Hyderabad (the "Court") under Article 226 of Constitution of India in the year 2009 against State Bank of India, Chennai and Ors. (Collectively, the "Respondents")

Our Company is one of the Respondents in the matter. Petitioner has filed the writ before the Court in the nature of Mandamus to declare the act of State Bank of India, one of the Respondents, rejecting Petitioner's letter of credit issued by SBI-Commercial Branch Chennai, as illegal and consequentially seeking an order directing State Bank of India to honour its commitment to realize the payment of ₹132.06 Lakhs along with interest on the same to the Petitioner towards goods supplied by the Petitioner to our Company. Our Company has filed counter reply with the Hon'ble High Court in the year 2016 to dismiss the writ petition. Presently, the matter is pending before the Hon'ble High Court."

- b. Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years: None.**

2) FILED BY OUR COMPANY

- a. Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:**
- i. The Company has filed a suit (STC/PC/0003658/2022) before the Hon'ble V FTC MM Court, Saidapet, Chennai and the case is taken on file U/s 138 r/w 142 Negotiable Instruments Act against RM Enterprises (the "Respondent") for recovery of principal and interest amount to the tune of ` 1,22,232/- (Rupees One Lakh Twenty-Two Thousand, Two Hundred and Thirty-Two Only) along with the cylinders that haven't been released by them. Bailable warrants have been issued to the respondent with regard to this suit. The matter is listed on 05.06.2024
 - ii. The company has filed a suit before the CESTAT, Chennai against the Commissioner of Customs (II) Chennai in relation to the two containers with Bills of Entry, 4926248 & 4925897 which are held in the CFS and are to be re-exported. The containers are incurring huge demurrage charges, and the High Court vide order dated 27.11.2019 passed in W.P. 20939 of 2017 held that containers shall be released forthwith upon payment of duty. The order is yet to be complied with despite making the payment and since the goods are live and pending clearance, it is necessary in the interest of justice that the appeal is taken up for hearing on an early date. The matter has been admitted and has been listed on 03.06.2024.
 - iii. The company has filed a writ petition (WP(C)/27/2022) with Delhi High Court for rectification of the name of Refex Hotels Private Limited (R2) and praying for issuance of appropriate directions to R2 to change its name. Counter affidavits on behalf of both the Respondents are taken on record. Any pleadings which are under objections be placed on record. Delay, if any, is condoned. Pleadings are complete. The matter is partly heard and is now posted to 19.11.2024 for hearing.
 - iv. The company has filed a writ petition (WP/5074/2023, WP/5077/2023, WP/5096/2023) in the Madras High Court against The Commissioner of customs and 2 others directing the 1st and 2nd Respondent to ensure that the Demurrage Waiver Certificate dated 08.12.2020 issued by the 2nd Respondent is compiled by the 3rd Respondent and the subject containers nos. ZFLU2013012 and ZFLU2013080 are released to the Petitioner without requirement to pay any demurrage and storage charges including the charges from 03.09.2020 to the date of actual release of the goods. Currently, the matter is now reserved for orders.
 - v. The company has filed a suit (CRL MP No.6 of 2023) before the Hon'ble V FTC MM Court, Saidapet, Chennai against Best Engineering (Respondent). The Respondent had placed a purchase order for the products (Chlorodifluoromethane (R-22), Difluoromethane Pentafluoromethane (R410A), and Difluoromethane (R32) for which they had failed to make payments for the invoices raised. Therefore, the cheques issued were encashed and consequently were dishonoured. Due to non-receipt of payment, the case has been admitted and is yet to be heard. The Court on the condonation application is reserved for orders.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

- b. Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:** None
- c. Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years:**
- i. Company has filed an appeal before the Hon'ble Commissioner of Income Tax Appeals at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) r.w.s 147 of Income Tax Act 1961 which was passed against our Company. This matter relates to issue of Long-Term capital gains on sale of land and excess depreciation claimed during the Financial Year 2013-14 which is having the tax demand to the tune of Rs. 821.13 Lakhs for the assessment year 2014-15 which was raised by an assessing officer by way of issue of an assessment order dated March 31, 2022 under Section 143(3) r.w.s 147 of Income Tax Act, 1961. Further, the company has filed an application for rectification and by processing the rectification application, the demand is reduced to Rs. 751.16 Lakhs. However, the matter is pending before CIT(A) and is expected to come up for hearing in due course.
 - ii. Company has filed an appeal before the Hon'ble Commissioner of Income Tax (Appeals) at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) of Income Tax Act 1961 which was passed against our Company. This matter pertains to the disallowance of certain purchase/expenses during the Financial Year 2019-20 which resulted in a tax demand amounting to ` 4,086.66 lakhs for the assessment year 2020-21 which was raised by an assessing officer by way of issue of an assessment order dated September 30, 2022 under Section 143(3) of Income Tax Act, 1961. The matter is pending before CIT(A) and is expected to come up for hearing in due course.
 - iii. Company has filed an appeal before the Hon'ble Commissioner of Income Tax Appeals at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) of Income Tax Act 1961 which was passed against our Company. This matter pertains to disallowance of certain purchase/expenses during the Financial Year 2020-21 and disallowance u/s 14A which resulted in a tax demand amounting to ` 1,154.35 Lakhs for the assessment year 2021-22 which was raised by an assessing officer by way of issue of an assessment order dated December 31, 2022 under Section 143(3) of Income Tax Act, 1961. The matter is pending before CIT(A) and is expected to come up for hearing in due course.
 - iv. Writ has been filed to quash impugned order in DIN No: ITBA/AST/M/147/2023 24/1053369453(1) dated 31.05.2023 for the assessment year 2016-17 passed by the Deputy Commissioner of Income Tax, as the same has been completed adhering to the provisions of section 144A of the Income Tax Act.
 - v. Company has preferred to file an appeal before the Hon'ble Commissioner of Income Tax Appeals at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) of Income Tax Act 1961 which was passed against our Company. This matter pertains to the disallowance of certain purchase/expenses during the Financial Year 2018-19 which resulted in a tax demand amounting to ` 4,731.69 Lakhs for the assessment year 2019-20 which was raised by an assessing officer by way of issue of an assessment order dated March 31, 2024 under Section 143(3) of Income Tax Act, 1961.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Disclosure requirements of Indian Accounting Standards

Note 33 - Disclosures in respect of Ind AS 107 - Financial Instruments

a) Financial Instruments by categories

The carrying value and fair value of financial instruments by categories were as follows:

Amount as on 31 st March 2024		(Rs. In Lakhs)		
Particulars	Amortized cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI	Total
Assets:				
Non-Current Investment	750.00	7,362.20	-	8,112.20
Other Non-Current Financial Assets	1,400.00	-	-	1,400.00
Current Trade Receivables	30,540.95	-	-	30,540.95
Cash & Cash Equivalents	3,289.82	-	-	3,289.82
Other Current Financial Assets	8,339.79	-	-	8,339.79
Total Financial Assets	44,320.57	7,362.20	-	51,682.77
Liabilities:				
Long term Borrowings	3,896.24	-	-	3,896.24
Lease Liability	6,497.62	-	-	6,497.62
Short term Borrowings	5,723.84	-	-	5,723.84
Trade Payables	5,243.22	-	-	5,243.22
Other Current financial liabilities	582.42	-	-	582.42
Total Financial Liabilities	21,943.34	-	-	21,943.34

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Amount as on 31 st March 2023				(Rs. In Lakhs)
Particulars	Amortized cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI	Total
Assets:				
Non-Current Investment	10.00	7,375.27	-	7,385.27
Current Trade Receivables	24,516.51	-	-	24,516.51
Cash & Cash Equivalents	1,017.64	-	-	1,017.64
Other Financial Assets	8,385.59	-	-	8,385.59
Total Financial Assets	33,929.74	7,375.27	-	41,305.01
Liabilities:				
Long term Borrowings	4,045.78	-	-	4,045.78
Lease Liability	6,759.23	-	-	6,759.23
Short term Borrowings	4,112.24	-	-	4,112.24
Trade Payables	19,258.55	-	-	19,258.55
Other Current financial liabilities	342.99	-	-	342.99
Total Financial Liabilities	34,518.79	-	-	34,518.79

b) Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

c) Valuation Technique used to determine Fair Value:

Specific valuation techniques used to value financial instrument:

The non-current investment is in Alternative Investment Fund, with a portfolio of different investments and the Fair Value analysis incorporates assessment of each investment made by the Fund as of the valuation date. Based on the valuation summary prepared by registered valuer, the company values the investment as on the date of financial statement.

d) The following tables present fair value hierarchy of assets and liabilities measured at fair value:

Amount as on 31 st March 2024				(Rs. In Lakhs)
Particulars	Level 1	Level 2	Level 3	Total
Financial assets at FVPL:				
Investment in Alternate Investment Fund	-	-	7,362.20	7,362.20
Total Financial assets at FVPL				7,362.20

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Amount as on 31 st March 2023				(Rs. In Lakhs)
Particulars	Level 1	Level 2	Level 3	Total
Financial assets at FVPL:				
Investment in Alternate Investment Fund	-	-	7,375.27	7,375.27
Total Financial assets at FVPL				7,375.27

Note 34 - Financial Risk Management

The Company's activities expose to limited financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument.

The company is exposed to market risk primarily related to foreign exchange rate risk (currency risk), Interest rate risk and the market value of its investments.

Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. It principally arises from the Company's Trade Receivables, Retention Receivables, Advances and deposit(s) made.

Trade Receivables

The company has outstanding trade receivables amounting to Rs. 3,05,40,95,026 as at March 31, 2024 and Rs. 2,45,16,51,199 as at March 31, 2023. Trade receivables are typically unsecured and are derived from revenue earned from customers. Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The company is not exposed to concentration of credit risk to any one single customer. Default on account of Trade Receivables happens when the counterparty fails to make contractual payment when they fall due

Further for amounts overdue are constantly monitored by the management and provision towards expected credit loss are made in the books. Management estimates of expected credit loss for the Trade Receivables are provided below with the classification on debtors

Overdue period	Expected Credit Loss
0-30 days	3%
31-60 days	3%
61-90 days	3%
91-120 days	5%
121-180 days	10%
181-360 days	10%
> 360 days	100%
> 3 Years	100%

The above % has been arrived by taking a simple average of 3 Variants. The 3 variants are arrived on by the management on the basis of Conservative, Moderate and aggressive estimates.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Credit Risk Exposure

An analysis of age of trade receivables at reporting date is summarized as follows:

Particulars	As at March 31, 2024	
	Net outstanding	Impairment
0 to 30 days	4,146.73	124.40
31 to 60 days	123.64	3.71
61 to 90 Days	119.46	3.58
91 to 120 days	3.89	0.19
121 to 180 days	38.01	3.80
181 to 360 days	107.75	10.77
More than 1 year and less than 3 years	61.15	61.15
More than 3 years	3.23	3.23
No Credit Loss expected	5,645.00	-
Not due	20,502.93	-
Total	30,751.80	210.85

*Rs. 20,502.93 Lakhs is not due as on 31.03.2024 and no credit loss is expected towards Rs.5,645 Lakhs as per management judgement. Hence no impairment is provided on these amounts.

Movement in Provision for Doubtful Debts	Amount
As at March 31, 2023	811.09
Charge for the year ended March 31, 2024	-
Utilized for the year March 31, 2024	-
Reversal of Excess Provision	600.24
As at March 31, 2024	210.85

Trade receivables are impaired in the year when recoverability is considered doubtful based on the recovery analysis performed by the company for individual trade receivables. The company considers that all the above financial assets that are not impaired and past due for each reporting dates under review are of good credit quality.

Liquidity Risk

Our liquidity needs are monitored based on the monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations, Term loan from Banks, and Contribution in the form of share capital.

We manage our liquidity needs by continuously monitoring cash inflows and by maintaining adequate cash and cash equivalents. Net cash requirements are compared to available cash in order to determine any shortfalls.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Short term liquidity requirements consist mainly of sundry creditors, expense payable, employee dues, repayment of loans and retention & deposits arising during the normal course of business as of each reporting date. We maintain a sufficient balance in cash and cash equivalents to meet our short-term liquidity requirements.

We assess long term liquidity requirements on a periodical basis and manage them through internal accruals. Our non-current liabilities include Unsecured Loans from Promoters, Term Loans from Banks, Retentions & deposits.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities. The table have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

The table includes principal cash flows

Amount as on 31st March 2024 (Rs. In Lakhs)

Particulars	1 year	1-3 years	3-5 years	More than 5 years	Total
Vehicle Loans	71.83	49.25	-	-	121.08
Term Loans	819.91	1,613.88	1,583.18	649.93	4,666.90

Amount as on 31st March 2023 (Rs. In Lakhs)

Particulars	1 year	1-3 years	3-5 years	More than 5 years	Total
Vehicle Loans	946.24	49.78	-	-	996.02
Term Loans	666.00	1,332.00	1,332.00	1,332.00	4,662.00

Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rates does not have material impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. The company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks and the impact of which is found to be immaterial.

Interest Rate Risk

At the reporting date the interest rate profile of the company's interest – bearing financial instruments as follows, all being fixed rate of borrowing, the company is not assuming any risk on interest increase.

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Liabilities:		
Term Loan from Bank – secured	9.12% to 9.66%	9.90%
Vehicle Loan from Bank - Secured	6.75 % to 8.01%	6.17 to 8.50%
Vehicle Loan from Financial Institutions	7.04%	7.04%
Working Capital from Bank – Secured	8.50% to 9.71%	8.50 to 9.31%
Bank Overdraft	8.50%	-

The period end balances are not necessarily representative of the average debt outstanding during the period.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

In order to maintain or adjust the capital structure, the Company may adjust the number of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets or by adequate funding by the shareholders to absorb the losses of the Company.

The Company's capital comprises equity share capital, retained earnings and other equity attributable to equity holders. The primary objective of Company's capital management is to maximize shareholders value. The Company manages its capital and makes adjustment to it considering the changes in economic and market conditions. The total share capital as on March 31, 2024 is Rs. 23,13,62,780 (Previous Year: Rs.22,10,70,240)

(Rs. In Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Total Debt	9,620.07	8,158.02
Less: Cash and cash equivalent	3,289.82	1,017.64
Net Debt	6,330.25	7,140.38
Total Equity	47,265.55	31,439.65
Net debt to equity ratio (No of times)	0.13	0.23

Note - 35 Disclosure in respect of Indian Accounting Standard (Ind AS)-19 "Employee Benefits"

i) General description of various defined employee's benefits schemes is as under:

a) Provident Fund:

The company's Provident Fund is managed by Regional Provident Fund Commissioner. The company pays fixed contribution to provident fund at pre-determined rate.

b) Gratuity:

Gratuity is a defined benefit plan, provided in respect of past services based on the actuarial valuation carried out by actuary and corresponding contribution to the fund is expensed in the year of such contribution.

The scheme is funded by the company and the liability is recognized on the basis of contribution payable to the insurer, i.e., the Life Insurance Corporation of India, however, the disclosure of information as required under Ind AS-19 have been made in accordance with the actuarial valuation.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

ii) The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Other Comprehensive Income (OCI) and Balance Sheet & other disclosures are as under:

GRATUITY:

Assets and Liability (Balance Sheet Position):

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31,2023
Present Value of Obligation	158.26	100.23
Fair Value of Plan Assets	96.14	88.01
Surplus / (Deficit)	(62.12)	(12.22)
Effects of Asset Ceiling, if any	-	-
Net Asset / (Liability)	(62.12)	(12.22)

Movement in Defined Benefit Obligation

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31,2023
Defined benefit obligation at the beginning of the year	100.24	45.01
Current service cost	34.48	27.55
Interest Cost	7.48	3.28
Benefits Paid	(1.01)	-
Re-measurements - actuarial loss/(gain)	17.07	24.39
Defined benefit obligation at the end of the year	158.26	100.23

Changes in the Fair Value of Plan Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31,2023
Fair Value of Plan Assets as at the beginning	88.01	-
Investment Income	6.57	-
Employer's Contribution	3.59	88.01
Employee's Contribution	-	-
Benefits Paid	(1.01)	-
Return on plan assets, excluding amount recognised in net interest expense	(1.02)	-
Transfer In / (Out)	-	-
Fair Value of Plan Assets as at the end	96.14	88.01

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Expense recognised in Statement of Profit & Loss

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current service cost	34.48	27.55
Past service cost	-	-
Loss/Gain on settlement	-	-
Net Interest cost/(income) on Net Defined Benefit Liability/(assets)	0.91	3.28
Cost Recognized in P&L	35.39	30.83

Expense recognised in Other Comprehensive Income

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Actuarial (gain)/loss due to assumption changes	-	-
Change in financial assumptions	6.77	(2.51)
Experience variance (i.e., Actual experience Vs assumptions)	10.30	31.26
Change in Demographic assumption	-	(4.36)
Return on plan assets, excluding amount recognised in net interest expense	1.02	-
Actuarial (gain)/loss recognized in OCI	18.09	24.39

Sensitivity Analysis

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Defined benefit obligation (base)	158.26	100.23

Assumption	Change in Assumption	As at March 31,2024	As at March 31,2023
Discount Rate	1.00%	137.16	87.45
	-1.00%	184.01	115.85
Salary growth Rate	1.00%	178.12	113.65
	-1.00%	140.13	88.66
Attrition Rate	50%	151.57	95.8
	-50%	166.34	105.61
Mortality Rate	10%	158.17	100.18
	-10%	158.35	100.30

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Actuarial Assumption (Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.15%	7.45%
Rate of salary increase	10.00%	10.00%
Retirement Age	58 Years	58 Years
Average Future Service	16.3	16.33

LEAVE ENCASHMENT

Movement in defined benefit obligations:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of obligation	60.77	35.90
Fair value of plan assets	-	-
Surplus/ (Deficit)	(60.77)	(35.90)
Effects of asset ceiling, if any	-	-
Net asset/(liability)	(60.77)	(35.90)

Expense recognised in Statement of Profit & Loss

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of obligation as at the beginning	35.90	37.12
Present value of obligation as the end	60.77	35.90
Benefit payment	4.86	-
Actual return on plan assets	-	-
Transfer in / (out)	-	(13.25)
Cost Recognized in P&L	(29.73)	(12.03)

Sensitivity Analysis

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Defined benefit obligation (base)	(60.77)	(35.90)

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Assumption	Change in Assumption	As at March 31, 2024	As at March 31, 2023
Discount Rate	1.00%	52.25	30.86
	-1.00%	71.25	42.09
Salary growth Rate	1.00%	70.85	41.88
	-1.00%	52.38	30.93
Attrition Rate	50%	57.73	34.24
	-50%	64.61	37.99
Mortality Rate	10%	60.72	35.87
	-10%	60.83	35.92

Actuarial Assumption

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.15%	7.45%
Rate of salary increase	10.00%	10.00%
Retirement Age	58 Years	58 Years
Average Future Service	16.3	16.3

iii) Share Based Payments

a) Scheme Details

The Company has Employee Stock Option Schemes i.e. ESOP 2021 under which options have been granted the exercise price to be vested from time to time on the basis of performance and other eligibility criteria. Details of number of options outstanding have been tabulated below:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Weighted Average exercise price (INR)	Number of Options	Weighted Average exercise price (INR)	Number of Options
Opening Balance	-	33,25,715.00	-	-
Granted during the year	-	17,15,120.00	90.40	35,00,045
Exercised during the year	196.79	1,46,270.00	-	-
Forfeited during the year	-	6,95,647.40	90.40	1,74,330
Closing Balance		41,98,918		33,25,715

*Effecting the stock split, the number of options is restated for previous year for the purpose of comparison.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

b) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Employee option plan	22.25	24.95
Total employee share-based payment expense	22.25	24.95

c) Fair value of options granted

The weighted average fair value of options as on 31 March 2024 is Rs. 316.18 per option.

Note 36 - Disclosure in respect of Indian Accounting standard (Ind AS)-108: "Operating Segments"

The Company has not derived revenues from any customer which amount to 10 per cent or more of Company's revenues except Taranjot Resources Pvt Ltd (37.61%), TANGEDCO (21.83%), KSK Mahanadi Power company Ltd (11.42%)

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Segment Revenue (Net Sales/Income)		
Ash & Coal Handling Business	94,558.23	1,28,641.08
Power Trading	28,089.76	18,755.22
Refrigerant Gas- (Refilling) and Sales	7,230.71	6,441.47
Sale Of Service	5,564.26	6,799.22
Solar Power - Generation and Related Activities	1,036.26	1,153.50
Others	576.56	1,124.47
Total	1,37,055.78	1,62,914.96

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Segment Results		
Ash & Coal Handling Business	12,073.72	12,913.96
Power Trading	39.34	42.31
Refrigerant Gas- (Refilling) &Sales	(160.38)	406.34
Sale Of Service	2,845.81	3,840.16
Solar Power - Generation and Related Activities	437.42	504.97
Others	29.44	43.22
Corporate	(1,269.71)	(975.08)
Profit /Loss before Interest and Tax	13,995.64	16,775.88
Finance Cost	2,639.86	1,941.03
Other Income	1,827.75	828.78
Exceptional Items	13.07	24.73
Profit /Loss before Tax	13,170.46	15,638.90
Segment Assets		
Ash & Coal Handling Business	36,594.29	25,957.32
Power Trading	88.04	16,748.74
Refrigerant Gas- Refilling & Sales	2,795.99	3,153.56
Sale Of Service	-	0.25
Solar Power - Generation and Related Activities	5,611.84	6,066.61
Corporate	29,737.55	23,278.63
Total Segment Assets	74,827.71	75,205.11
Segment Liabilities		
Ash & Coal Handling Business	9,789.81	10,153.42
Power Trading	650.25	17,523.37
Refrigerant Gas- Refilling & Sales	320.13	315.70
Sale Of Service	180.00	1,123.72
Solar Power - Generation and Related Activities	7,033.44	6,759.22
Corporate	56,854.08	39,329.68
Total Segment Liabilities	74,827.71	75,205.11

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note - 37 Disclosure in respect of Indian Accounting Standard (Ind AS)-37 “Provisions, Contingent Liabilities and Contingent Assets”

These provisions are expected to be settled in the next financial year. Management estimates the provision based on historical information and any recent trends that may suggest future claims could differ from historical amounts

(Rs. In Lakhs)

Particulars	Opening balance	Additions/ Transfers	Utilization	Reversal / Transfers	Closing balance
Short term Provision for tax (Net)	2,424.95	1,796.87	-	2,424.95	1,796.87
Provision for ECL	811.09	-	-	600.24	210.85

Particulars	As at March 31,2024	As at March 31,2023
Corporate Guarantee given by Company:		
Corporate Guarantee to Subsidiary	2,752.45	750
Corporate Guarantee to Group Co.	4,000	4,000
Other Corporate Guarantees	3,748	3,748
Claims against the company not acknowledged as debts*		
In respect of:		
a) Income Tax	14,273.53	5,992.19
b) Goods and Service Tax	3,432.73	-
c) Others	11.58	-

* The company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary

Note - 38 Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”

A) Names of Related Parties of the Company:

i) Parent company

Sherisha Technologies Private Ltd (previously known as SunEdison Energy India Pvt Ltd)

ii) Subsidiary Company

Refex Green Mobility Limited

iii) Step down Subsidiary Company

Refex EV fleet services private limited (Formerly known as O3 Mobility Private Limited)

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

iv) Key Managerial Personnels (KMPs)

Anil Jain - Managing Director
G. Divya – Company Secretary
U. Lalitha - Chief Financial Officer

v) Independent Director

Amalanathan
Latha Venkatesh
Ramanathan K
Ramesh Dugar
Sivaramakrishnan Vasudevan

vi) Non-Executive Director

Susmitha Siripurapu
Dinesh Kumar Agarwal

vii) Firms/Companies in which Key Managerial Personnel are interested

Svaryu Energy Limited (previously known as Refex Energy Limited)
Refex Renewable & Infrastructure Limited (previously known as SunEdison Infrastructure Ltd)
Sherisha Rooftop Solar SPV Four Private Limited
Broil Solar Energy Pvt Ltd
SEI CleanTech Pvt Ltd
Ishaan Solar Power Pvt Ltd
Ugamdevi Tarachand Foundations
SEI Tejas Pvt Ltd
3I Medical Technologies Private Limited
Refex Airports and Transportation Private Limited
Refex Beverages Private Limited
Sil Jupiter Solar Private Limited
Sil Neptune Solar Private Limited
Silres Energy Solutions Private Limited
Sunedison Energy Solutions Private Limited
Sunedison Rooftop Solar Spv 6 Private Limited
Sherisha Bikaner Solar Power Private Limited

Anam Medical Solutions Private Limited
Anam Api Fine Chemicals Private Limited
Vs Lignite Power Private Limited
Refex Solar Power Private Limited
Sherisha Infrastructure Private Limited
Scorch Solar Energy Private Limited
Sparzana Aviation Private Limited
Refex Research Private Limited
Soy-Sar Edible Private Limited
Sil Power Storage Solutions Private Limited
Sourashakthi Energy Private Limited
Spangle Energy Private Limited
Singe Solar Energy Private Limited
Torrid Solar Power Private Limited
Refex Power Trading Private Limited
Nisa Renew Energy Private Limited
LSM Developers LLP
Traction Infra LLP
Refex Capital Advisors LLP
Techbin Enterprises LLP
Sherisha Solar LLP
STPL Solutions LLP
Avyan Pashupathy Advisors One LLP
Aabhuti Special Situations Advisory LLP

viii) Relatives of KMPs

Ugamdevi Jain
Tarachand Jain
Dimple Jain
Jagdish Jain
Yash Jain

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Transactions during the year

(Rs. In Lakhs)

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
	Director Remuneration	84.0	84.0
Anil Jain - Managing Director	Rental Expenses	-	4.50
	Other reimbursements	3.17	4.20
U.Lalitha - Chief Financial Officer	Salary & Allowances	53.65	32.47
G Divya	Salary & Allowances	18.92	7.86
Ramesh Dugar	Director's Sitting fee	2.90	2.25
Krishnan Ramanathan	Director's Sitting fee	1.55	0.35
Susmitha Sirupurapu	Director's Sitting fee	1.50	0.30
Latha Venkatesh	Director's Sitting fee	0.45	-
Sivaramakrishnan Vasudevan	Director's Sitting fee	2.80	0.10
S.GopalKrishnan- Company Secretary	Salary & Allowances	-	2.36
Amalanathan	Director's Sitting fee	-	2.20
Jamuna Ravikumar	Director's Sitting fee	-	1.15
Shailesh Rajagopalan	Director's Sitting fee	-	0.60
Subsidiary Company			
	Investment	740.0	10.0
	Rental Income	33.32	-
Refex Green Mobility limited	Rental Deposit	1.20	-
	Loans and Advances	1,400.0	-
	Interest Income	26.73	-

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
Entities in which Key Management personnel are interested			
Svaryu Energy Limited (previously known as Refex Energy Limited)	Purchase of services	48.38	46.97
	Loans & Advances	-	20.09
VS Lignite Power Private Limited	Sales of services	3,704.26	4,939.22
	Sales	160.28	2.12
Refex Renewables and Infrastructure Ltd (previously known as SunEdison Infrastructure Ltd)	Rental Income	14.23	-
	Rental Deposit	1.20	-
	Reimbursement	1.29	-
	Purchase of goods or services	2.40	-
	Interest Income on Advance	559.17	559.16
Sherisha Technologies Pvt Ltd	Rental Charges	109.11	9.21
	Rent Income	2.96	-
	Rental Deposit Given	20.39	-
	Rental Deposit Received	1.20	-
	Reimbursements	78.19	16.85
	Purchase	500.00	800.00
	Advance received	-	700.00
Sherisha Rooftop Solar SPV Four Private Limited	Sale of goods	416.29	1,124.47
	Reimbursement	-	41.82
Sparzana Aviation Private Limited	Purchase of services	10.79	92.10
Refex Airports and Transportation Private Limited	Reimbursement	0.86	-
Ugamdevi Tarachand Foundations	CSR expenditure	167.00	-

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Cumulative balances outstanding

(Rs. In Lakhs)

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
Anil Jain	Rent and Remuneration Payable	4.47	4.47
U.Lalitha - Chief Financial Officer	Salary & Allowances	-	1.90
G Divya	Salary & Allowances	-	1.09
Amalanathan	Director's Sitting fee	-	0.09
Ramesh Dugar	Director's Sitting fee	-	0.59
Shailesh Rajagopalan	Director's Sitting fee	-	0.41
Susmitha Sirupurapu	Director's Sitting fee	-	0.14
Sivaramakrishnan Vasudevan	Director's Sitting fee	-	0.09
Svaryu Energy Limited (previously known as Refex Energy Limited)	Trade Payable	8.55	6.03
	Advance payable	9.76	20.10
VS Lignite Power Private Limited	Trade receivable	-	653.72
	Rental Income	25.92	-
	Rental Deposit	1.20	-
Refex Green Mobility Limited	Investment	750.00	10.00
	Loans and Advances	1,400.00	-
	Interest Income	24.05	-
	Rental Income	8.67	-
Refex Renewables Infrastructure Limited	Rental Deposit	1.20	-
	Rental Deposit Received	1.20	-
Sherisha Technologies Pvt Ltd	Rental Deposit Given	20.39	7.00
	Rental Income receivable	3.19	-
	Interest Receivable	447.33	559.16
	Trade Payable	-	720.00
	Reimbursement payable	-	13.25
	Inter Corporate Deposit	4,659.69	4,659.69

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note - 39 Ratios

S. No	Ratios	Formula	Amount	31 st March 2023	Amount	31 st March 2023	Deviation	Remarks
1	Current ratio (in times)	Current Assets Current Liabilities	49,741 17,332	2.87	52,591 33,175	1.59	81.04%	Improvement in current ratio on account of reduction in current liabilities.
2	Debt-Equity ratio (in times)	Total Debt (1) Shareholders Equity	16,118 47,266	0.34	14,917 31,440	0.47	-28.13%	Decline in debt equity on account of increase in share capital and current year profits.
3	Debt service coverage ratio (in times)	Earnings available for debt service (2) Debt service (3)	13,615 15,362	0.89	14,236 6,751	2.27	-60.96%	Decline in debt service coverage ratio on account of reduction in current year profits.
4	Return on equity ratio (in %)	Net Profit after taxes Shareholders Equity	10,095 47,266	21.36%	11,606 31,440	36.92%	-42.15%	Decline in return on equity on account of reduction in current year profits as compared to previous year.
5	Inventory turnover ratio - (in times) (Refrigerant Segment)	Cost of Goods Sold (4) Average Inventory	1,37,056 874	156.87	1,62,915 887	183.63	-14.57%	No Material Deviation
6	Trade receivables turnover ratio (in times)	Net Credit Sales Average Trade Receivables	1,37,056 27,529	4.98	1,62,915 18,080	9.01	-44.75%	Decline in trade receivables turnover ratio on account of increase in trade receivables.
7	Trade payables turnover ratio (in times)	Net Credit Purchase Average Trade Payables	1,17,873 12,251	9.62	1,42,529 13,492	10.56	-8.92%	No Material Deviation
8	Net capital turnover ratio (in times)	Turnover Working Capital	1,37,056 32,409	4.23	1,62,915 19,416	8.39	-49.60%	Decline on account of reduction in current year turnover and increase in working capital
9	Net profit ratio (in %)	Net Profit Turnover	10,095 1,37,056	7.37%	11,606 1,62,915	7.12%	3.39%	No Material Deviation
10	Return on capital employed (in %)	Earnings before Interest & Taxes Capital Employed (5)	15,810 63,379	24.95%	17,580 46,352	37.93%	-34.23%	Decline in return on capital employed on account of reduction in current year profits as compared to previous year.
11	Return on Investment (in %)	Earnings before Interest & Taxes Average Total assets	15,810 75,016.41	21.08%	17,580 56,649.28	31.03%	-32.09%	Decline in return on investments on account of reduction in current year profits as compared to previous year.

1. Total Debt =

2. Earnings for Debt Service =
Net profit after taxes + non-cash operating expenses + Interest

3. Debt Service =
Interest & Lease payments + Principal Repayments.

4. Cost of Goods Sold =

5. Capital Employed =
Tangible Net worth + Total Debt + Deferred Tax Liability

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 40 - Exceptional Items

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Diminution in the value of investments	(13.07)	(24.73)
Total exceptional income/(expense)	(13.07)	(24.73)

For the year ended 31st March, 2024 and 31st March, 2023

The company has recognised a diminution in the value of investments of Rs. 13.07 lakhs for the year ended 31-3-2024 and Rs. 24.73 Lakhs for the year ended 31-3-2023 in the statement of profit & loss as an exceptional item pursuant to IND AS 107 - Financial Instruments which requires to measure the investment at fair value through P&L.

Note 41 - Earnings per share (EPS)

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
I. Net profit/(loss) attributable to equity shareholders for calculation of EPS	10,094.72	11,606.35
II. Weighted average number of equity shares		
For Basic EPS	11,06,36,525	10,76,74,230
For Diluted EPS	11,12,15,947	10,77,82,165
III. Earnings per share		
Basic EPS*	9.12	10.78
Diluted EPS*	9.08	10.77

* The equity shares of the Company has been split/ sub-divided from 01 (One) Equity Share of face value of Rs. 10/- each to 05 (Five) Equity Shares of face value of Rs. 2/- each, fully paid-up, ranking pari-passu in all respects, with effect from the record date i.e., March 22, 2024. Hence Earnings per share for the prior periods have been restated considering the face value of Rs.2/- each in accordance with Ind AS 33 - "Earnings per share".

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Note 42 - Details of Loans given, Investments made and Guarantee given covered u/s 186 (4) of the Companies Act, 2013.

(Rs. In Lakhs)

Particulars	Nature of Relationship	Purpose	As at March 31, 2024	As at March 31, 2023
Refex Green Mobility Limited	Subsidiary company	Investment	750.00	10.00
Refex Green Mobility Limited	Subsidiary company	Loan	1,400.00	-
Sherisha Technologies Pvt Ltd	Holding company	Working capital	4,659.69	4,659.69
Reveuse Fashions and Lifestyle Pvt Ltd	Independent entity	Inter-corporate deposit	-	620.00
Refex Green Mobility Limited	Subsidiary company	Corporate Guarantee	2,752.45	750.00
Svaryu Energy Limited	Entities in which KMP is interested	Corporate Guarantee	3,748.00	3,748.00
Group company	Group companies	Corporate Guarantee	4,000.00	4,000.00

Note 43 - Additional regulatory information required by Schedule III

Details of Benami Property held

During the year, no proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

Borrowing secured against current assets"

The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts.

Willful defaulter

The company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

Relationship with struck off companies

None

Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

Compliance with approved scheme(s) of arrangements

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

Standalone notes forming part of Financial Statements

as at and for the year ended March 31, 2024

Utilization of borrowed funds and share premium

"The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

Details of crypto currency or virtual currency

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

Valuation of PP&E, intangible asset and investment property

The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Note 44

The figures for the corresponding previous year have been regrouped / reclassified / restated wherever necessary, to make them comparable.

Note 45 - Approval of Financial Statements

The financial statements were approved for issue by the Board of Directors on 24.05.2024

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320

Place: Chennai | Date: 24-5-2024

Independent Auditor's Report

To the Members of Refex Industries Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of Refex Industries Limited (“the Holding Company”) and its subsidiary company (holding company and its subsidiary together referred to as “the Group”) which comprise the Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss for the year ended, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31st 2024, its Profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matters	Auditor's Response
1	<p>Allowance for Expected credit loss on trade receivables.</p> <p>Evaluation of trade receivables for impairment evidence requires exercise of judgement and involves consideration of various factors. These factors include customer's ability and willingness to pay the outstanding amounts, past due receivables, financial and economic difficulties of customers;</p> <p>This assessment is done for each group of customers resulting from possible defaults over the expected life of the receivables. Based on this assessment, credit loss rate is determined in provision matrix. The credit loss rate is based on the experience of actual credit losses over past years adjusted to reflect the current economic conditions and forecasts of future economic conditions. Based on such credit loss rate, the Holding Company records expected credit loss (ECL) allowance for trade receivables.</p> <p>In view of the above, we have considered measurement of ECL on trade receivables (including retention monies) as a key audit matter.</p>	<p>In view of the significance of the matter, we applied the following audit procedures among others, to obtain sufficient and appropriate audit evidence</p> <ul style="list-style-type: none"> • Evaluating the accounting policy for impairment of trade receivables terms of the relevant Indian accounting standard; • Testing the design, implementation and operating effectiveness of the Holding Company's key internal financial controls. These controls relate to measurement of ECL on trade receivables • Evaluated monitoring mechanism by the Holding company related to credit control collection of trade receivables, follow-up for past due amounts and for identification and recognition of corresponding impairment losses. • For a sample of past due receivables, selected on the basis of risk, aging and volume, we examined the ageing of receivables, impairment losses provided/reversed during the year and compared them to historical experience. • Evaluating the Holding Company's assessment regarding credit worthiness customers and identification of the credit impaired customers. • Balance confirmation requests were circulated to some of the customers, based on basis random sampling. • We evaluated the historical credit loss experience, current observable data and forward-looking outlook. • Assessing the adequacy of the related disclosures in the Consolidated Financial Statements with reference to the relevant Indian accounting standards.
2	<p>Assessment of Contingent liabilities in respect of certain litigations relating to direct, various claims led by other parties not acknowledged as debt.</p> <p>There is a high level of judgement required in estimating the contingent liabilities. The Holding company's assessment of contingent liabilities is supported by the facts of the matter, Holding Company's judgement thereon, past experiences and advice from legal and independent tax consultants wherever necessary.</p> <p>We identified the above area as Key Audit Matters in view of associated uncertainty relating to the outcome of these matters.</p>	<p>We have obtained an understanding of the Company's procedure in respect of estimation and disclosure of contingent liabilities and adopted the following audit procedure:</p> <ul style="list-style-type: none"> • Reviewing the current status and material developments of legal matters. • Examining recent orders from competent authorities and/ or communication received from various authorities, judicial forums and follow-up action thereon. • Review and analysis of evaluation of the contentions of the Holding company through discussions, collection of details of the subject matter under consideration, the likely outcome and consequent potential outcomes on those issues. • Based on the above procedures performed, the estimation and disclosures of contingent liabilities is considered to be adequate and reasonable.

S. No.	Key Audit Matters	Auditor's Response
3	<p data-bbox="225 248 727 271">Revenue recognition for ash disposal services</p> <p data-bbox="225 315 826 398">The Holding Company provides ash disposal services to various clients, involving collection, transportation, and disposal of ash material.</p> <p data-bbox="225 443 826 555">Assessment of whether the entity properly identifies distinct performance obligations related to ash disposal services, considering factors such as contractual terms, service delivery schedule, and client expectations.</p> <p data-bbox="225 600 826 801">Evaluation of the entity's process for determining when control of the ash disposal services is completed. This involves reviewing contracts, service delivery documentation, and assessing whether the criteria for revenue recognition (such as customer acceptance, certification from third parties for completion of services) are met.</p> <p data-bbox="225 846 826 958">The Company verifies the accuracy and completeness of the transaction price attributed to ash disposal services, including any variable consideration, discounts, and incentives offered to customers.</p> <p data-bbox="225 1003 826 1115">The revenue recognition for ash disposal services is a significant audit matter due to the complexity involved in determining the appropriate timing and amount of revenue recognized under Ind AS 115.</p>	<p data-bbox="852 248 1445 338">In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <p data-bbox="868 371 1445 483">Our audit procedures addressed whether the entity has correctly identified the distinct performance obligations in its Ash disposal contracts (e.g., collection, transportation, disposal, recycling).</p> <p data-bbox="868 495 1382 551">Assessing the appropriateness of the estimated adjustments in the process;</p> <p data-bbox="868 562 1414 640">We assessed whether the entity has appropriately allocated the transaction price to the identified performance obligations.</p> <p data-bbox="868 651 1445 819">We evaluated the effectiveness of controls over identifying and estimating variable consideration (e.g., volume-based fees) and tested the operating effectiveness of these controls to ensure accurate recognition of revenue associated with variable consideration.</p> <p data-bbox="868 831 1398 909">We evaluated the entity's method for measuring progress towards completion of ash disposal services for long-term contracts.</p> <p data-bbox="868 920 1445 1003">We tested the calculations used to determine the amount of revenue recognized based on the actual quantity of ash disposed during the period.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's board of directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other legal and regulatory requirements

1. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

- e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as mentioned in Note No: 32
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - (i) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (ii) no funds have been received by the Holding Company and its subsidiary company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
 - v. In our opinion and according to the information and explanations given to us, the dividend declared or paid during the year by the Holding company is in compliance with section 123 of the Companies Act, 2013.
 - vi. Based on our examination, which included test checks of the subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, except for the subsidiary, i.e., Refex EV Fleet Services Private Limited (Formerly known as O3

Mobility Private Limited) which had used an accounting software for maintaining its books of account with the feature of recording audit trail (edit log) facility only from January, 2024, all other entities including holding company used accounting software throughout the year with the audit trail feature operational for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiary company included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For A B C D & Co,

Chartered Accountants

Firm No: 016415S

Vinay Kumar Bachhawat- Partner

Membership No: 214520

Place: Chennai

Date: 24th May 2024

UDIN: 24214520BKCWSP6719

Annexure – A

to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report to the members of Refex Industries Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Refex Industries Limited ("the Holding Company") as of March 31, 2024, in conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company and its subsidiary company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Co. & its subsidiary Co. is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with respect to consolidated Ind AS Financial statements of the Group based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

A Company's internal financial control over financial reporting with reference to these consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting with reference to these consolidated Ind AS financial statements includes those policies and procedures that,

3. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company have, in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and such internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For A B C D & Co,

Chartered Accountants

Firm No: 016415S

Vinay Kumar Bachhawat- Partner

Membership No: 214520

Place: Chennai

Date: 24th May 2024

UDIN: 24214520BKCWSP6719

Consolidated Balance Sheet

as at March 31, 2024

(Rs. In Lakhs)

Particulars	Note No	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	10,933.75	8,614.16
(b) Right of use assets	2	9,293.49	6,057.30
(c) Capital Work in Progress	3	861.10	324.78
(d) Intangible	1	183.14	4.65
(e) Goodwill		0.52	-
(f) Non-current financial assets			
(i) Investments	4	7,376.11	7,375.27
(ii) Other non-current financial assets	5	407.22	-
(g) Deferred Tax Assets	6	459.96	192.28
(h) Other Non-current assets	7	74.79	35.77
Current assets			
(a) Inventories	8	723.14	1,081.40
(b) Financial Assets			
(i) Trade receivables	9	30,594.13	24,516.51
(ii) Cash and cash equivalents	10	3,307.91	1,023.44
(iii) Bank Balances other than (ii) above			
(iv) Other current financial assets	11	8,319.32	8,385.58
(c) Contract Asset	12	3,913.39	3,607.67
(d) Current Tax Assets (Net)	13	-	-
(e) Other current assets	14	3,349.92	14,011.27
Total Assets		79,797.90	75,230.10
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	2,313.63	2,210.70
(b) Other Equity	16	44,244.19	29,228.68
(c) Non-Controlling Interest	16	(88.60)	-
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Long term Borrowings	17	5,296.00	4,045.78
(ii) Lease Liability	2	8,516.97	6,497.64
(b) Long Term provisions	18	126.52	47.25
(c) Deferred Tax Liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Short term Borrowings	17	6,420.13	4,137.24
(ii) Lease Liability	2	1,223.11	261.58
(iii) Contract Liability	19	0.22	-
(iv) Trade payables			
Total outstanding dues of micro enterprise and small enterprises		1,034.35	389.00
Total outstanding dues other than micro enterprise and small enterprises	20	4,398.60	18,869.55
(v) Other financial liabilities	21	613.68	343.00
(b) Short Term Provisions	22	58.31	71.06
(c) Other current liabilities	23	5,640.79	9,128.60
Total Equity and Liabilities		79,797.90	75,230.10
The accompanying notes form an integral part of these financial statements	32-45		

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

Place: Chennai | Date: 24-5-2024

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320

Statement of Consolidated Profit or Loss

for the year ended March 31, 2024

(Rs. In Lakhs)

Particulars	Note No	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Income			
I. Revenue from operations	24	1,38,287.03	1,62,914.96
II. Other income	25	1,825.69	828.78
III. Total Income (I+II)		1,40,112.72	1,63,743.74
Expenses			
a) Cost of material consumed and services rendered	26	27,583.55	20,131.53
b) Purchase of stock in trade	27	91,096.23	1,22,397.25
c) Changes in inventories of finished goods and stock-in-trade		304.79	(281.47)
d) Employee benefits expenses	28	2,048.96	1,403.97
e) Finance costs	29	2,935.88	1,941.04
f) Depreciation and Amortisation expenses	30	1,354.22	689.04
g) Other Expenses	31	2,642.83	1,799.03
IV. Total expenses (IV)		1,27,966.46	1,48,080.39
V. Profit/(loss) before exceptional items and tax		12,146.26	15,663.35
VI. Exceptional items		(13.07)	(24.73)
VII. Profit/(loss) before tax		12,133.19	15,638.62
VIII. Tax expense			
• Current Tax		3,208.22	4,126.60
• Deferred Tax		(267.68)	(92.24)
• Taxes relating to earlier years		(105.22)	(1.82)
IX. Profit/(loss) for the period		9,297.87	11,606.08
X. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plan actuarial gains/ (losses)		(17.79)	(24.39)
		(17.79)	(24.39)
XI. Total Comprehensive Income for the period (Comprising profit and other comprehensive income for the period)		9,280.08	11,581.69
XII. Profit attributable to:			
Owners of the company		9,386.95	-
Non-Controlling interests		(89.08)	-
		9,297.87	-
XIII. Total comprehensive income attributable to :			
Owners of the company		9,369.16	-
Non-Controlling interests		(89.08)	-
		9,280.08	-
XIV. Earnings per equity share			
a) Basic		8.40	10.78
b) Diluted		8.36	10.77
XV. Weighted average equity shares used in computing earnings per equity share			
a) Basic		11,06,36,525	10,76,74,230.00
b) Diluted		11,12,15,947	10,77,82,165.00
The accompanying notes form an integral part of these financial statements	32-45		

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

Place: Chennai | Date: 24-5-2024

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320

Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(Rs. In Lakhs)

Particulars	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Cash flows from operating activities		
Net Profit before Taxes as per statement of profit & loss (After exceptional items)	12,133.19	15,638.62
Adjustments for:		
Depreciation and Amortisation expense	1,354.52	689.04
Finance Costs	2,935.88	1,941.04
Employee Stock Option Expenses	22.25	24.95
Provision for diminution in value of investments	13.07	24.73
Bad Debts written off	34.18	87.78
Provision for doubtful debts	-	347.78
Gratuity Expenses	40.89	30.83
Earned Leave Expenses	34.54	12.03
Interest income	(688.45)	(677.67)
Interest on income tax refund	-	(84.20)
Profit on sale of fixed assets	-	(8.60)
Taxes relating to earlier years	105.22	1.82
Profit from Investment in Sub Lease	-	-
Operating cash flow before working capital changes	15,985.29	18,028.16
Changes in working capital		
Decrease/(Increase) in Inventories	358.25	(334.95)
Decrease/(Increase) in Trade Receivables	(6,111.80)	(13,309.53)
Decrease/(Increase) in Other current Financial Assets	395.97	1,024.18
Decrease/(Increase) in Contract Asset	(305.72)	(3,607.67)
Decrease/(Increase) in Other current Assets	10,738.41	(13,450.11)
Decrease/(Increase) in Other non-current financial assets	(407.22)	700.00
Decrease/(Increase) in Other non-current assets	(94.38)	(32.13)
(Decrease)/Increase in Trade Payables	(13,825.60)	11,533.16
(Decrease)/Increase in Other financial liabilities	184.26	183.11
(Decrease)/Increase in other current liabilities	(4,238.57)	3,778.77
(Decrease)/Increase in Long term Provisions	(26.99)	(100.97)
(Decrease)/Increase in Contract Liability	0.22	-
Income taxes (paid) / received	(2,366.95)	(1,650.51)
Cash generated from operating activities [A]	285.07	2,761.53

Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(Rs. In Lakhs)

Particulars	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Cash flows from investing activities		
Purchase of fixed assets	(3,767.44)	(7,198.93)
Proceeds from sale of fixed assets	35.39	59.94
Investment in fixed deposits	(518.21)	(627.52)
Purchase of Investments	10.00	(0.00)
Interest received	843.12	10.42
Loans and advances	(2.80)	-
Investment in PPE (for Leasing)	(233.89)	-
Investment in Planned Asset	(1.33)	-
Lease Rentals	(349.03)	-
Direct Cost incurred for Lease Vehicles	(203.30)	-
Cash used in investing activities [B]	(4,187.57)	(7,756.09)
Cash flows from financing activities		
Cash proceeds from the issue of shares	6,269.84	1,436.49
Proceeds from long term and short-term borrowings	3,533.11	6,675.37
Dividend paid (including dividend distribution tax)	(552.82)	-
Interest paid	(2,001.39)	(1,050.59)
Payment of lease rentals	(1,061.77)	(1,072.12)
Cash generated from financing activities [C]	6,186.97	5,989.17
Increase in cash and cash equivalents	2,284.47	994.60
Cash and cash equivalents at the beginning of the year	1,023.44	28.85
Cash and cash equivalents at the end of the year	3,307.91	1,023.44
Components of cash and cash equivalents		
Cash on hand	2.41	0.41
Balances with banks	3,305.50	1,023.03
Total cash and cash equivalents	3,307.91	1,023.44

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

Place: Chennai | **Date:** 24-5-2024

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

Equity Share Capital

Particulars	Balance as at 1 st April 2022	Change during FY 22-23	Balance as at 31 st March 2023	Balance as at 1 st April 2023	Change during FY 23-24	Balance as at 31 st March 2024
Equity share capital	2100.20	110.50	2,210.70	2210.70	102.93	2313.63

Other Equity

For the year ended March 31, 2024

Particulars	Reserves and Surplus					Other Components of Equity		Total
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share based payment	Remeasurement of Net Defined benefit Liability/ Asset		
Balance as at April 01, 2023	422.10	5,584.52	-	23,221.42	24.95	(24.32)	29,228.67	
Additions during the year	-	6,189.55	-	-	-	-	6,189.55	
Movement to Reserves	-	-	-	9,297.87	-	-	9,297.87	
Share based payments	-	-	-	-	46.2	-	46.20	
Exercise of stock option by employees	-	-	-	-	(12.64)	-	(12.64)	
Transfer of lapsed stock option	-	-	-	-	(23.95)	-	(23.95)	
Dividend paid during the year	-	-	-	(552.82)	-	-	(552.82)	
Transfer to NCI	-	-	-	89.08	-	-	89.08	
Other Comprehensive Income for the Year	-	-	-	-	-	(17.79)	(17.79)	
Balance as at March 31, 2024	422.10	11,774.07	-	32,055.55	34.57	(42.11)	44,244.18	

For the year ended March 31, 2023

Particulars	Reserves and Surplus					Other Components of Equity		Total
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share based payment	Remeasurement of Net Defined benefit Liability/ Asset		
Balance as at April 01, 2022	422.10	4,258.52	-	11,615.34	-	0.07	16,296.03	
Additions during the year	-	1,326.00	-	-	-	-	1,326.00	
Movement to Reserves	-	-	-	11,606.08	24.95	-	11,631.03	
Dividend paid during the year	-	-	-	-	-	-	-	
Other Comprehensive Income for the Year	-	-	-	-	-	(24.39)	(24.39)	
Balance as at March 31, 2023	422.10	5,584.52	-	23,221.42	24.95	(24.32)	29,228.67	

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

For and on behalf of the Board of Directors

T. Anil Jain
Managing Director
DIN: 00181960

Dinesh Kumar Agarwal
Director
DIN: 07544757

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No.: A37320

Place: Chennai | Date: 24-5-2024

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

A) Corporate Information:

From realizing the commercial potential of HFC gases and diversifying into refrigerant gases, Refex Industries Limited (Refex) has consistently delivered out-of-the-box innovation coupled with positive financial sustainability, at every step of the way. With its inception in the year 2002, Refex Industries successfully broke the monopoly that existed in the controlled refrigerant gas market. After its well-established leadership in refrigerant gases, Refex now brings its delivery expertise in offering services like coal trading, coal yard management and coal ash handling to thermal power plants.

i. Refrigerant Gas:

Refex Industries Limited (REFEX) is a specialist manufacturer and re-filler of Refrigerant gases, particularly, environmentally acceptable gases that are replacements for Chloro-Fluoro-Carbons (CFC's). These are used primarily as refrigerants, foam blowing agents and aerosol propellants. It exercises superior quality control and efficiency with the help of advanced technology. Refex has been committed to being an exemplary player in terms of safety, protection of health and environment, and sustainable development.

ii. Handling and Disposal of Fly Ash:

Ash is the by-product from the burning of coal which is the fuel to all thermal power plants. 30-45% of the burnt coal is ash. This ash is full of heavy metals and toxins which if not handled properly could pollute air, land and water bodies.

During the running of a power plant ash is continuously produced and stored in silos which have to be continuously evacuated. The fly ash from the silos is a raw material required for the production of PPC cement, manufacturing of bricks, concreting of infrastructure projects like roads, bridges etc. This fly ash from the silos is transported in closed bulkers.

The excess undisposed ash from the silos is then sent to the ash dyke from where it is evacuated by filling in trucks for mine reclamation, filling of low-lying areas, embankments etc. as per the guidelines of Ministry of Mines and Ministry of Environment and Forests (MoEF).

Round the clock services for coal yard management, shifting of uncrushed coal and Housekeeping Works:

With immense experience in handling ash in large number of trucks and bulkers, company have ventured into providing coal yard management services.

Uncrushed coal from trucks is first stored in the coal yard in the form of heaps. This coal is then transported and fed into the track hoppers at the Coal Handling Plant area. The un-sized coal which doesn't pass through the

grizzly is broken to smaller sizes before it goes through. These services are provided round the clock to ensure sufficient supply of coal to run the power plant uninterruptedly.

The Company also provide housekeeping services in the coal handling plant (CHP) areas like in the conveyor belt surrounding areas, cable trays, trenches, drains, sump pit where spilled coal is to be collected and shifted manually with adequate manpower to ensure the smooth functioning of the equipment.

iii. Coal Trading:

The Company source quality coal from domestic and international players and offer at competent prices to the power plants.

With a boost in infrastructure in India, Refex foresees a tremendous growth in all the business segments.

iv. Power Trading:

Refex Industries Limited's power trading vertical offers a wide range of power trading solutions, encompassing power exchange, bilateral agreements, power banking & swapping, and group captive models. The Company's expertise extends to both conventional and non-conventional sources of power, catering to diverse entities across India. Refex had been granted a Category I licence for power trading in March 2022.

v. Electric vehicles:

The subsidiary company, Refex Green Mobility Limited provides a 100% company owned EV fleet to transport people. Currently, the company is serving corporates and is in discussion with other institutional groups. The offering comprises a technology integrated fleet management service to ensure transparency to the service recipients including centralised vehicle command and control centre. The company has started off with its operations in Bengaluru in March 2023 and is gunning to expand into other cities with demand and thereby associated feasibility.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

B) Material Accounting Policies

B.1) Basis of Preparation of financial statements

a) Statement of Compliance

The financial statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015.

b) Preparation and compliance with Indian Accounting Standards (IND AS)

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Standalone financial statements is determined on such a basis, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

c) Historical Cost convention

The financial statements have been prepared under historical cost convention on accrual basis except for certain assets and liabilities as stated in the respective policies, which have been measured at fair value.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

B.2) Summary of Material Accounting Policies

a) Current / Non-Current classification

The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

b) Revenue recognition

i) Revenue from Sales of goods and Electricity

The company manufactures and sells a range of refrigerant gases and generates electricity. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. In case of electricity, sales are recognised when power generation is passed on to the electricity grid.

Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the customer has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

No element of financing is deemed present as the sales are made with the credit term, consistent with market practice.

A receivable is recognised when the goods/electricity are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

ii) Revenue from sale of services

Revenue from providing services is recognized in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognized based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. The proportion of service rendered is determined by cost involved for the project as against total cost. Any promise made in the contract, which are identified distinct is accounted for as a separate performance obligation. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost-plus margin.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management. In case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the company exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

Consideration is generally due upon satisfaction of performance obligations and receivable is recognised when it becomes unconditional.

c) Interest income:

Interest income from, if any, non-current financial assets are recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Interest income from fixed deposits in banks is recognised on time proportion basis, determined by the amount outstanding and the rate applicable.

Fair value gains on current investments carried at fair value are included in other income.

Other items of income are recognised as and when the right to receive arises.

d) Property Plant and Equipment

i) Tangible Assets

Freehold land is carried as historical cost. All other items of property plant and equipment are stated at historical cost of acquisition less accumulated depreciation and amortization and impairment. Historical cost includes purchase price, taxes and duties (Net of tax credits), labour cost and directly attributable overhead expenditure incurred upto the date the asset is ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

Depreciation is recognised using the straight-line method. The estimated useful lives and residual values are reviewed at the end of each year, with the effect of any changes in estimate accounted for on a prospective basis. The useful lives of assets are adopted to as specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

On transition to Ind AS, Group has elected to continue carrying value of all its property plant and equipment recognized as at 1 April 2017 measured as per the previous GAAP and use that carrying value as deemed cost of the property, plant and Equipment.

An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposal of an item of property plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

ii) Intangible assets

Rights under Service Concession Arrangements

Intangible assets are recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment.

Other intangible assets

Specialized software is amortized over a period of three to six years on straight line there is no time period, only subscription payable basis from the month in which the addition is made.

Intangible assets acquired are measured at cost less accumulated amortisation and impairment losses.

Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods to allocate the assets' revised carrying amount over its remaining useful life.

iii) Impairment of assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

iv) Capital Work in Progress

The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

v) Depreciation and amortization

Depreciation

The depreciable amount of an item of PPE is allocated on a straight-line basis over its useful life as prescribed above.

If part of an item of PPE with a cost that is significant in relation to the total cost of the asset and useful life of that part is different from remaining part of the asset; such significant part is depreciated separately. Depreciation on all such items have been provided from the date they are 'Available for Use' till the date of sale / disposal and includes amortization of intangible assets. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Depreciation is charged on pro-rata basis from the date of addition / till the date of disposal. Gains and losses on disposal of assets are determined by comparing the sale proceeds with the carrying amount. These are included in profit or loss within other income.

The residual values are not more than 5% of original cost of the asset. The asset's residual value and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

e) Borrowing costs

The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset as a part of the cost of the asset. The Company recognises other borrowing costs as an expense in the period in which it incurs them. A qualifying asset is an asset that necessarily takes a substantial period to get ready for its intended use or sale.

To the extent the Company borrows generally and uses them for the purpose of obtaining a qualifying asset, amount of borrowing cost eligible for capitalization is computed by applying a capitalization rate to the expenditure incurred. The capitalization rate is determined based on the weighted average of borrowing costs, other than borrowings made specifically towards purchase of a qualifying asset.

f) Foreign currency translation

- a) Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.
- b) Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing rate are adjusted in the cost of fixed assets specifically financed by the borrowings contracted, to which the exchange differences relate.
- c) Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

g) Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Short Term obligations

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- b) in case of non-accumulating compensated absences, when the absences occur.

Post-employment obligation

The company operates the following post-employment benefit schemes.

Defined benefit plans such as gratuity for its eligible employees and defined contribution plans such as provident fund.

Defined Benefit Plan (Gratuity)

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the year in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plan (Provident Fund)

The State governed provident fund linked with employee pension scheme are defined contribution plans. The contribution paid/ payable under the scheme is recognised during the period in which the employee renders the related service.

Other long-term employee benefits

The obligation for other long-term employee benefits such as long term compensated absences, liability on account of Retention Pay Scheme are recognised in the same manner as in the case of defined benefit plans as mentioned above.

h) Taxes on Income

Income tax expense represents the sum of the current tax and deferred tax.

Current tax

The current tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Minimum Alternate Tax (MAT) is accounted as current tax when the Company is subjected to such provisions of the Income Tax Act. However, credit of such MAT paid is available when the Company is subjected to tax as per normal provisions in the future. Credit on account of MAT is recognized as an asset based on its recoverability in the future.

i) Provisions and contingent liabilities

Provisions

A provision is recorded when the Company has a present or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

j) Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has the right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of the right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses an incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

k) Cash and Cash equivalents

Cash and cash equivalents include cash in hand, Balances in Bank and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

l) Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- (i) Those measured subsequently at fair value through other comprehensive income (in case of investments in equity instruments) through profit or loss (in case of investments in mutual funds)
- (ii) Those measured at amortised cost
- (iii) The classification is based on the Company's business model for managing the financial assets and the contractual terms of the cash flow for assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

Measurement

Initial Measurement

The Company measures a financial asset at its fair value plus cost that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

Investments

Fair value through Profit and loss

Assets that do not meet the criteria for amortised cost or Fair Value Through Other Comprehensive Income (FVOCI) are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Other financial assets

After Initial Measurement, financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR) method. Amortised cost is calculated by considering any discount or premium and fees or cost that are an integral part of EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Impairment of financial assets

The Company assesses on a forward-looking basis, the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk.

For trade receivables (If any), the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognised from initial recognition of the receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each Balance Sheet date, right from its initial recognition

De recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

m) Financial Liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities shall be subsequently measured at fair value

Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to interest-bearing loans and borrowings.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

n) Government grants

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve.

o) Dividend to Shareholders

Final dividend distributed to equity shareholders is recognized in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognized when approved by the Board of Directors at the Board Meeting. Dividend distributed is recognized in the Statement of Changes in Equity.

p) Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

q) Derivative financial instruments

The Company uses derivative financial instruments, such as forward contract to manage its exposure to foreign exchange risks. Any derivative that is either not designated as a hedge or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses/ fair value changes are included in Statement of profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

r) Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM").

The board of directors of the Company assesses the financial performance and position of the Company, and makes strategic decisions.

The board of directors has been identified as being the CODM. Refer note 37.

s) Prior Period

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that led to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

t) Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

u) Critical Estimates and Judgements

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amount of assets and liabilities as of the balance sheet date and reported revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant circumstances as of the date of financial statements. Actual amounts could differ from these estimates.

This note provides an overview of the areas that involve a higher degree of judgment or complexity, and of items which may be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed in about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation of each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

- (a) Estimation of current tax expense and payable.
- (b) Estimation of defined benefit obligation – Note 36 in notes to accounts
- (c) Estimation of useful life of Property, Plant and Equipment and Intangibles.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Description	Note 1 - Property Plant and Equipment and Intangibles										(Rs in lakhs)	
	Land	Building	Plant and Machinery - Cylinders	Plant and Machinery - Others	Electrical Installation and Fixtures	Furniture and Fixtures	Office Equipment	Vehicles	Total	Intangibles		
As at 31 March 2022 (At Cost)	900.52	260.04	269.27	572.39	106.29	13.97	36.71	242.13	2401.33	5.56		
Additions during the year	2502.75	3328.48	138.32	916.01	-	0.52	27.56	-	6913.64	-		
Deletions during the year	-	-	37.59	10.07	51.72	-	0.23	-	99.61	-		
As at 31 March 2023 (At Cost)	3403.27	3588.52	370.00	1478.33	54.57	14.50	64.04	242.13	9215.36	5.56		
Additions during the year	-	-	65.62	620.33	0.90	-	18.11	2334.71	3039.67	191.44		
Deletions during the year	-	-	25.15	2.80	-	-	-	20.80	48.76	-		
As at 31 March 2024 (At Cost)	3403.27	3588.52	410.47	2095.85	55.47	14.50	82.15	2556.04	12206.27	197.00		
Depreciation and amortization												
As at 31 March 2022	-	58.26	104.77	91.11	74.38	10.38	12.14	60.35	411.39	0.37		
Charge for the year	-	17.04	22.95	148.58	13.33	0.95	8.52	26.76	238.13	0.53		
Deletions during the year	-	-	8.89	2.85	36.42	-	0.19	-	48.35	-		
As at 31 March 2023	-	75.30	118.84	236.84	51.29	11.33	20.47	87.11	601.17	0.90		
Charge for the year	-	116.79	31.78	247.92	1.17	0.98	13.20	272.88	684.73	12.96		
Deletions during the year	-	-	5.07	1.25	0.00	-	-	7.05	13.37	-		
As at 31 March 2024	-	192.09	145.55	483.51	52.46	12.31	33.67	352.93	1272.53	13.86		
Net Book Value												
As at 31 March 2024	3403.27	3396.43	264.93	1612.34	3.01	2.19	48.47	2203.11	10933.75	183.14		
As at 31 March 2023	3403.27	3513.22	251.17	1241.47	3.29	3.17	43.57	155.03	8614.16	4.65		
As at 31 March 2022	900.52	201.78	164.50	481.28	31.92	3.59	24.57	181.78	1989.93	-		

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 2 - Right of Use (ROU) Asset

(Rs. In Lakhs)

Description	Solar Plant with Land	Plant & Machinery	Vehicles	Total
Balance as at April 1, 2023	561.82	5,495.48	-	6,057.30
Additions during the year	-	-	3,892.72	3,892.72
Deletions during the year	-	-	-	-
Depreciation	41.62	407.07	207.84	656.53
Balance as at 31 March 2024	520.20	5,088.41	3,684.88	9,293.49

The movement in lease liabilities during the year ended March 31, 2024 is as follows:

(Rs. In Lakhs)

Description	Solar Plant with Land	Plant & Machinery	Vehicles	Total
Balance as at April 1, 2023	646.30	6,112.93	-	6,759.23
Additions during the year	-	-	3,453.02	3,453.02
Finance Cost accrued during the year	66.57	733.58	138.48	938.63
Deletions during the year	-	-	-	-
Repayment of Lease Liability	91.58	970.18	349.03	1,410.80
Balance as at 31 March 2024	621.29	5,876.32	3,242.47	9,740.07

The details of the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis are as follows:

Particulars	31-03-2024
Not Later than one year	1,223.12
Later than one year and not later than Five Years	3,737.76
Later Than Five Years	4,779.21
Total	9,740.07

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 3 - Capital Work in Progress

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Work in Progress	861.10	324.78
Total Capital Work in Progress	861.10	324.78

3(a) Ageing as at 31st March, 2024

(Rs. In Lakhs)

Particulars	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Building under renovation*	861.10	-	-	-	861.10
Total	861.10				861.10

*Capital work in progress of Rs. 861.10 Lakhs incurred towards renovation of building acquired in the financial year 2022-2023.

Ageing as at 31st March, 2023

(Rs. In Lakhs)

Particulars	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Vehicles#	324.78	-	-	-	324.78
Total	324.78				324.78

#Capital work-in-progress of Rs. 324.78 Lakhs incurred towards acquisition of vehicle chassis during the F.Y 22-23 is completed during the F.Y 23-24 and hence the same is Capitalised for the year ended 31st March 2024.

Note 4 - Non-Current Investments

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Investments measured at Fair value through P&L (Unquoted, fully paid up)		
Units of RKG Fund I	915.00	915.00
Units of RKG Fund II	6,485.00	6,485.00
Less: Provision for diminution in the value of investment	(37.80)	(24.73)
Fixed Deposit	13.92	-
Total Aggregate Book Value of unquoted Investments	7,376.11	7,375.27

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 5 - Other Non-Current Financial Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured - Security deposit	407.22	-
Total	407.22	-

Note 6 - Deferred Tax Asset(s)/ (Liabilities)

Tax recognised in Statement of profit and loss

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current income tax		
Current year	3,208.22	4,126.60
Less: MAT Entitlement Credit	-	-
Sub Total (A)	3,208.22	4,126.60
Deferred tax expense		
Origination and reversal of temporary differences	(267.68)	(92.24)
Sub Total (B)	(267.68)	(92.24)
Total (A+B)	2,940.55	4,034.36

Reconciliation of effective tax rates

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Profit before tax	12,133.19	15,638.89
Enacted tax Rate (under Normal Provisions) *	25.17%	25.17%
Computed Expected Tax Expenses - Normal Provision	3,053.68	3,936.00
Effect of expenses that are not deductible in determining Taxable Profit	(113.14)	98.36
Effective Tax	2,940.55	4,034.36

*The Company has opted for Section 115BAA

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Property Plant and Equipment	(189.37)	(24.81)
Provision for Leave Encashment	16.66	9.04
Provision for Gratuity	15.53	3.08
Provision for Expected Credit Loss	0.09	204.15
Interest on MSME	53.07	0.82
Lease liability (Net of ROU Asset)	3.11	-
Loan Processing Fee	(2.10)	-
Unutilized Tax Losses/ Carried forward Losses	478.68	-
Net Deferred Tax Assets/ (Liabilities)	459.94	192.28

Movement in deferred tax balances during the period ended 31st March, 2024

(Rs. In Lakhs)

Particulars	Balance As at March 31, 2023	Recognised in profit & loss	Recognised in OCI	Balance As at 31 March, 2024
Property, Plant & Equipment	(24.81)	(63.41)	-	(88.23)
Provision for Leave Encashment	9.04	6.26	-	15.30
Provision for Gratuity	3.08	12.56	-	15.64
Provision for Expected Credit Loss	204.15	(151.08)	-	53.07
Interest on MSME	0.82	(0.82)	-	-
Lease liability (Net of ROU Asset)	-	223.75	-	223.75
Loan Processing Fee	-	2.10	-	(2.10)
Unutilized Tax Losses/ Carried forward Losses	-	(478.68)	-	478.68
Total	192.28	(267.68)	-	459.96

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 7 - Other Non-Current Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Advance#	38.46	25.77
Security deposit to Vendors	35.00	10.00
Defined benefit plan assets	1.33	-
Total	74.79	35.77

#Capital advance is paid towards renovation of building which is reflected as Capital Work-in-Progress for the current period.

Note 8 – Inventories

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials and Spares		
Stock of Refrigerant Gases	719.49	1027.94
Stock of Green Mobility	3.65	-
Goods - in - Transit	-	53.46
Total	723.14	1,081.40

Note 9 - Trade Receivables

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables Unsecured - Considered good	30,804.98	25,327.60
Less: Impairment for Trade receivable under Expected Credit Loss model	(210.85)	(811.09)
Total	30,594.13	24,516.51

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Trade receivables ageing schedule for the year ended as on March 31, 2024:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	
(vii) Undisputed Trade receivables – considered good	20,522.39	10,086.30	100.67	60.35	0.81	3.23	30,773.74
(viii) Undisputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
(ix) Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
(x) Disputed Trade Receivables - considered good	-	23.32	7.91	-	-	-	31.24
(xi) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(xii) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	20,522.39	10,109.63	108.58	60.35	0.81	3.23	30,804.98
Less: Allowance for credit loss							(210.85)
Total Trade receivable							30,594.13

Trade receivables ageing schedule for the year ended as on March 31, 2023:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	
(i) Undisputed Trade receivables – considered good	-	25,191.69	39.65	59.23	15.03	17.48	25,323.08
(ii) Undisputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	4.52	-	-	4.52
(v) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	-	25,191.69	39.65	63.75	15.03	17.48	25,327.60
Less: Allowance for credit loss							(811.09)
Total Trade receivable							24,516.51

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 10 - Cash and cash equivalents

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(iii) Balances with banks		
• Current Accounts	43.73	1,017.48
• Dividend Account	11.28	5.55
• Share Subscription Account	3,250.50	-
(iv) Cash on hand	2.41	0.41
Total	3,307.91	1,023.44

Note 11 - Other Current Financial Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good;		
• Loans and advances to Related Parties measured at amortized cost	4,659.69	4,659.69
• Fixed deposits with Bank	1,515.00	1,010.70
• Short Term deposits	1,655.57	1,427.94
• Interest receivable from Related Parties*	448.32	633.56
• Interest receivable from Fixed Deposits	40.56	33.69
• Inter Corporate Deposit	-	620.00
• Other Current Financial Assets	0.17	-
Total	8,319.32	8,385.58

*Out of the above interest receivable from related parties, Rs 447.33 Lakhs is received as on 20th May, 2024

Note 12 - Contract Asset

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unbilled debtors	3,913.39	3,607.67
Total	3,913.39	3,607.67

Unbilled debtors majorly represent unbilled revenue generated from Ash & Coal handling segment where the performance of the work has been completed, however the certificate from the customer is awaiting to generate the final invoice.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 13 - Current Tax Asset

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Withholding Taxes	(1.54)	0.24
Less: Adjusted against current tax liability	1.54	(0.24)
Total	-	-

Note 14 - Other Current Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured considered good		
Advance to Suppliers	2,185.93	13,249.99
Balances with Government Authorities	529.64	620.27
Prepaid Expenses	177.64	121.39
Loans and advances to Employees	32.93	15.51
Other Current assets	423.77	4.11
Total	3,349.92	14,011.27

Note 15 - Equity Share Capital

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised Share Capital		
Equity Shares (17,50,00,000 Nos of Rs. 2 each)	3,500.00	3,500.00
Preference Shares (5,00,000 Nos of Rs. 100 each)	500.00	500.00
Total	4000.00	4000.00
Issued		
Equity Shares (11,56,81,390 Nos of Rs.2 each)	2,313.63	2,210.70
Subscribed And Paid Up		
(i) Equity Shares (11,56,81,390 Nos of Rs.2 each)	2,313.63	2,210.70
Total	2,313.63	2,210.70

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Notes:

The equity shares of the Company have been split/ sub-divided from 01 (One) Equity Share of face value of Rs. 10/- each to 05 (Five) Equity Shares of face value of Rs. 2/- each, fully paid-up, ranking pari-passu in all respects, with effect from the record date i.e., March 22, 2024.

- (i) Effecting the Stock Split, the Authorized Share Capital of the Company was revised from Rs. 40,00,00,000/- consisting of 3,50,00,000 equity shares of Rs. 10/- each and 5,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each to Rs. 40,00,00,000/- consisting of 17,50,00,000 equity shares of Rs. 2/- each and 5,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each post sub-division.
- (ii) The Company has allotted 1,25,75,000 warrants on preferential basis to Sherisha Technologies Private Limited, one of the Promoters of the Company, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of face value of Rs. 2/- each of the Company, at a cash price of Rs. 125/- each (including premium of Rs. 123/- each) aggregating to Rs. 157,18,75,000/- (Rupees One Hundred Fifty-Seven Crore Eighteen Lakh and Seventy-Five Thousand only) at the meeting of the Banking & Authorization Committee of the Board of Directors, held on April 11, 2024. Further, an amount of Rs. 39,29,68,750/- (Rupees Thirty-Nine Crore Twenty-Nine Lakh Sixty-Eight Thousand Seven Hundred Fifty Only), which is equivalent to 25% of the Warrants Issue Price is received by the company towards Subscription in accordance with the provisions of the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder.
- (iii) Pursuant to approval of the Members obtained in the 2nd Extra-Ordinary General Meeting held on March 27, 2024, the Banking & Authorization Committee of the Board of Directors, at its meeting held on March 28, 2024, had allotted 50,00,000 Equity Shares of face value of Rs. 2/- each for cash consideration of Rs. 125/- each (including premium of Rs. 123/- each) aggregating to Rs. 62,50,00,000/- (Rupees Sixty-Two Crore Fifty Lakhs only) to Sherisha Technologies Private Limited, one of the Promoters of the Company.

Terms/rights attached to equity shares

- (i) The Company has only one class of equity shares having a par value of Rs. 2/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

Shareholding of promoters:

Promoter Name	As on 31-03-2024		As on 31-03-2023		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Anil Jain T	-	-	1,50,000	0.68%	(0.68%)
Tarachand Jain	-	-	3,42,279	1.55%	(1.55%)
Sherisha Technologies Private Limited	6,39,48,085	55.28%	1,04,91,881	47.46%	7.8%
Ugamdevi Jain	-	-	5,68,713	2.57%	(2.57%)
Dimple Jain	-	-	97,714	0.44%	(0.44%)

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Details of Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Nos	% of Holding	Nos	% of Holding
Sherisha Technologies Private Limited	6,39,48,085	55.28%	1,04,91,881	47.46%
Total	6,39,48,085	55.28%	1,04,91,881	47.46%

Note 16 - Other Equity

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024							
	Reserves and Surplus					Other Components of Equity		Total
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share Based Payment	Remeasurement of Net Defined benefit Liability/ Asset		
Balance as at April 01, 2023	422.10	5,584.52	-	23,221.42	24.95	(24.32)	29,228.68	
Addition during the year	-	6,189.55	-	-	-	-	6,189.55	
Movement to Reserves	-	-	-	9297.87	-	-	9297.87	
Share based payments	-	-	-	-	46.20	-	46.20	
Exercise of stock option by employees	-	-	-	-	(12.64)	-	(12.64)	
Transfer of lapsed stock option	-	-	-	-	(23.95)	-	(23.95)	
Dividend paid during the year	-	-	-	(552.82)	-	-	(552.82)	
Transfer to NCI	-	-	-	89.08	-	-	89.08	
Other Comprehensive Income for the Year	-	-	-	-	-	(17.79)	(17.79)	
Balance as at March 31, 2024	422.10	11,774.07	-	32,055.55	34.57	(42.11)	44,244.19	

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2023						Total
	Reserves and Surplus					Other Components of Equity	
	General Reserve	Security Premium	Statutory Reserve	Retained Earnings	Share Based Payment	Remeasurement of Net Defined benefit Liability/ Asset	
Balance as at April 01,2022	422.10	4,258.52	-	11,615.34	-	0.07	16,296.03
Additions during the year	-	1,326.00	-	-	-	-	1,326.00
Movement to Reserves	-	-	-	11,606.36	24.95	-	11,631.03
Dividend paid during the year	-	-	-	-	-	-	-
Other Comprehensive Income for the Year	-	-	-	-	-	(24.39)	(24.39)
Balance as at March 31, 2023	422.10	5,584.52	-	23,221.42	24.95	(24.32)	29,228.68

Note 16A Non-Controlling Interest

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	0.48	-
Non-Controlling Interest	(89.08)	-
Total	(88.60)	-

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 17 - Borrowings - Short Term/ Long Term

(Rs. In Lakhs)

Borrowings	Short Term		Long Term	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
(ii) Secured				
a. Vehicle Loan (Note (i))	71.83	946.24	2,145.31	49.78
b. Term Loan (Note (ii))	1,516.20	666.00	3,150.69	3,996.00
c. Workings Capital Loan				
• Banks (Note (iii))	2,500.00	2,500.00	-	-
d. Bank overdraft (Note (iv))	2,332.10	-	-	-
(iii) Unsecured				
Loans and from Related Parties	-	25.00	-	-
Total	6,420.13	4,137.24	5,296.00	4,045.78

Notes:

(v) Notes for the above vehicle loans:

Particulars	Maturity date	Terms of repayment	Rate of Interest (p.a)	Outstanding as on 31.03.2024 (In lakhs)
HDFC Bank Ltd	07-03-2025	Monthly Instalments	6.75%	13.57
	07-11-2026		8.01%	75.71
	20-01-2025		7.39%	15.59
	05-08-2026		8.90%	78.69
	07-12-2026		9.00%	65.35
	07-11-2026		9.00%	154.46
	05-11-2026		9.00%	118.12
Axis Bank Ltd	10-10-2026	Monthly Instalments	9.20%	234.14
	05-01-2027		9.20%	205.62
State Bank of India	10-07-2026	Monthly Instalments	10.35%	199.96
	25-07-2028		9.90%	412.60
ICICI	10-11-2026	Monthly Instalments	9.45%	392.26
Daimler Finance Services India Private limited	01-12-2024	Monthly Instalments	7.04%	16.20
Sundaram Finance	29-09-2026	Monthly Instalments	9.90%	234.84

(vi) In the Financial year 2022-23 company has acquired a term loan for the acquisition of Orchid Towers (Reflex Towers) through financing from HDFC to the tune of Rs 4,662 lakhs. Loan amount outstanding as on 31.03.2024 is Rs. 3996 Lakhs and Rate of interest is 9.66% p.a. This loan is repayable in a tenure period of 6 years of 72 Equal Monthly Instalments. And in current Financial Year company has acquired Term loans for Rs. 762 Lakhs to finance the Capex of property acquired in previous financial year. Loan amount outstanding as on 31.03.2024 is Rs. 731 Lakhs and Rate of Interest is 9.12 % p.a. These loans are repayable in a tenure period of 4 years of 57 Equal Monthly Instalments.

The above term loans are secured by Commercial property, Movable fixed assets and current assets of the company and personal guarantee by Mr. Anil Jain (Managing director) of the company

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

(vii) The company has taken a working capital demand loan from HDFC Bank repayable in 90 days for an amount of Rs. 2,500 lakhs. This is secured by hypothecation of present and future stock of raw materials, work-in-progress, finished goods, book debts and materials in transit.

(viii) The company has also taken a Cash credit facility from HDFC Bank repayable on demand for an amount of Rs. 2,500 lakhs. This is secured by exclusive charge on entire current assets, movable fixed assets and immovable fixed assets of commercial property of the company. This is secured by personal guarantee of Mr. Anil Jain (Managing director of the company) and corporate guarantee given by Sherisha Technologies Pvt Ltd

17(a): Maturity Profile of the secured loans:

(Rs. In Lakhs)

Particulars	Non - current			Total	Current
	1 - 3 years	3-5 years	> 5 years		< 1 year
Vehicle Loans	1,315	134	-	1,449.14	71.83
Term Loans	1,614	1,583	650	3,846.86	1,516.20
Total	2,929	1,717	650	5,296	1,588

Note 18 - Long Term Provisions

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits:		
- Gratuity	62.12	12.22
- Leave Encashment	63.77	35.03
Total	126.52	47.25

Note 19 - Contract Liability

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Contract Liability	0.22	-
Total	0.22	-

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 20 - Trade Payables

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
- Dues to Micro and Small Enterprises	1,034.35	389.00
- Others Trade Payables	4,398.02	14,233.60
Acceptances	0.58	4,635.95
Total	5,432.95	19,258.55

20(a) Trade Payables ageing schedule for the year ended as on March 31, 2024:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than one year	1-2 years	2-3 years	3 years and above	Total
(v) MSME	1,032.01	0.91	1.44	-	1,034.35
(vi) Others	4,388.92	4.56	1.74	2.80	4,398.02
(vii) Disputed dues – MSME	-	-	-	-	-
(viii) Disputed dues – Others	-	-	-	-	-
Total Trade Payables					5,432.38

Trade Payables ageing schedule for the year ended as on March 31, 2023:

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than one year	1-2 years	2-3 years	3 years and above	Total
(v) MSME	384.46	4.54	-	-	389.00
(vi) Others	14,229.45	1.35	-	2.80	14,233.60
(vii) Disputed dues – MSME	-	-	-	-	-
(viii) Disputed dues – Others	-	-	-	-	-
Total Trade Payables					14,622.60

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

20(b) Disclosure for information in respect of Micro, Small and Medium Enterprises as at 31st March, 2024:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Amount remaining unpaid to any supplier:		
a) Principal Amount	1,034	389.00
b) Interest due thereon	-	-
Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount paid to the supplier beyond the appointed day;	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
Amount of interest accrued and remaining unpaid	1.45	3.24
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	1.45	3.24

Note 21 - Other Financial Liabilities

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unclaimed Dividend	11.28	5.55
Interest accrued	68.88	61.50
Others*	533.53	275.95
Total	613.68	342.99

* Others Rs. 533.53 Lakhs as on 31.03.2024 and Rs. 275.95 Lakhs as on 31.03.2023 includes Retention money payable to suppliers and other liabilities.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 22 - Short Term Provisions

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee benefits	58.31	71.06
Total	58.31	71.06

Note 23 - Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Expenses	1,999.62	4,643.21
Provision for Taxation (Net)	1,796.87	2,424.95
Statutory Liabilities	664.24	543.71
Advance from customers	585.61	1,273.59
Provision for Interest expenses	317.83	155.69
Payable to Employees	189.67	1.83
Cylinder Deposit	8.69	10.94
Directors Remuneration Payable	4.47	4.47
Other current liabilities	73.78	70.22
Total	5,640.79	9,128.35

Note 24 - Revenue From Operations

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Ash and Coal Handling	94,558.23	1,28,641.08
Revenue from Power Trading	28,089.75	18,755.22
Revenue from Refrigerant Gases	7,230.71	6,441.47
Revenue from Service Segment	5,564.26	6,799.22
Revenue from Solar Segment	1,036.26	1,153.50
Revenue from Electric vehicles	1,231.25	-
Other operating revenue	576.56	1,124.47
Total	1,38,287.03	1,62,914.96

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 25 - Other Income

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest from Inter-Company Deposits	595.45	633.56
Interest from Fixed Deposits	66.28	44.11
Interest from Security Deposits	1.10	-
Interest Income on Lease	0.41	-
Reversal of ECL provision	600.24	-
Liabilities no longer payable (Write Back)	466.73	1.29
Commission Income	56.44	-
Miscellaneous income	13.68	3.80
Rental income	17.97	3.09
Foreign Exchange Fluctuation - Gain	7.39	50.13
Profit on Sale of Fixed Assets	-	8.60
Interest Income on Income Tax	-	84.20
Total	1,825.69	828.78

Note 26 - Cost of materials Consumed and Cost of Providing services:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance		
Opening Raw Materials and Components	1,027.94	746.47
Add:		
Cost of materials Consumed	6,424.22	16,715.62
Freight Inward	371.03	3,394.57
Consumption of Stores and Spares	28.47	21.35
Purchase Services	20159.73	-
Total	26983.45	20131.53
Less: Closing Stock		
Closing Raw Materials and Components	(723.14)	(1,027.94)
Changes in inventories of finished goods & stock in trade	304.79	(281.47)

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 26(a) - Cost of services rendered

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Driver Charges	523.70	-
Fleet Operation Expenses	60.89	-
Subscription & Membership Fees	15.51	-
Total	600.10	-

Note 27 - Purchase of Stock in Trade

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Purchase Coal	62,580.72	1,02,647.71
Purchase Solar module	547.12	1,081.25
Purchase Electricity	27,957.27	18,668.29
Purchase Hardware	11.11	-
Total	91,096.23	1,22,397.25

Note 28 - Employee benefits expense

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Salary and Bonus	1,807.52	1,220.48
Contribution to Provident and Other Funds	73.15	36.78
Remuneration to Key Management personnel	84.00	84.00
Staff Welfare Expenses	62.04	37.76
Share-based payment expenses	22.25	24.95
Total	2,048.96	1,403.97

Note 29 - Finance Cost

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest cost on financial liabilities measured at amortized cost	1,719.84	924.42
Other Charges	1,216.03	1,016.61
Total	2,935.88	1,941.03

The above interest cost includes Rs. 800.15 lakhs on account of interest on lease liability pertaining to lease asset (solar power plant)

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 30 - Depreciation and Amortisation

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation / Amortisation for the year		
- Tangible Assets & Intangible assets	1,354.22	689.04
Total	1,354.22	689.04

The above amount includes depreciation on ROU asset of Rs. 656.53 Lakhs

Note 31 - Other expenses

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Rates and taxes	535.96	78.67
Legal, Professional & Expert Engagement Fees	498.04	352.68
Repairs and maintenances	261.83	97.50
Rent	240.72	145.67
Food, Accommodation & Travelling Expenses	209.72	291.74
Corporate Social Responsibility expenditure	180.98	23.13
Advertisement and Publicity	166.04	62.19
Insurance	101.49	101.17
License Fees	81.42	41.57
Power and fuel	54.97	12.13
Tender Fees	40.22	25.27
Subscription fee	38.26	-
Communication	34.59	23.20
Bad Debts	34.18	87.78
Insurance Premium Vehicle	29.78	-
Security Charges	26.59	11.29
Audit fees	23.75	11.25
Printing and stationery	21.28	12.73
General Expenses	17.88	36.19
Director Sitting Fees	9.20	6.95
Profit/Loss on Sale of Fixed Assets	3.14	-
Donation	0.14	25.53
Miscellaneous expenses	32.65	4.61
Provision for Bad and Doubtful Debts as per ECL	-	347.78
Total	2,642.83	1,799.03

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

31 (a) - Payment made to Auditors

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Payment made to statutory auditors:		
(v) As auditors	23.75	11.25
(vi) For taxation matters	-	-
(vii) For other services	-	-
(viii) For reimbursement of expenses	-	-
Total	23.75	11.25

31 (b) - Corporate Social Responsibility

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Amount required to be spent during the year	188.87	132.47
Amount of expenditure incurred	180.98	23.13
Amount carry forward from previous year	8.50	117.85
Amount of shortfall for the year	-	-
Amount of cumulative shortfall at the end of the year	-	-

The company has incurred Rs.180.98 lakhs during the year as CSR activities towards providing financial assistance for children education.

Note - 32 Additional information pursuant to Schedule III of the Companies Act, 2013

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Expenditure in Foreign currency on:		
Salary and allowance	-	-
Tours and Travels	0.41	-
Import of Materials/ Equipment (CIF Value)		
Capital goods	-	-
Components and spares	-	-
Finished goods/Semi Finished goods	-	-
Raw Materials (Refrigerant Gases)	3,861.32	4,386.50
Others	53.10	-
Total Expenditure in Foreign currency	3,914.83	4,386.50
Earnings in Foreign Exchange	-	-

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 33 - Contingent Liabilities

LITIGATIONS INVOLVING OUR COMPANY

Our Company is involved in certain legal proceedings, which are pending at varying levels of adjudication at different forums. The outstanding matters set out below include details of criminal proceedings, tax proceedings, statutory and regulatory actions, and other material pending litigation involving our Company.

We cannot assure you that these legal proceedings will be decided in favour of our Company, or that no further liability will arise out of these proceedings. Further, such legal proceedings could divert management time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

1) AGAINST OUR COMPANY

a. Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:

- i. "M/s Hindustan Fluoro Carbon Limited (the "Petitioner") has filed a writ petition (19504/2009) before the Hon'ble High Court of Telangana at Hyderabad (the "Court") under Article 226 of Constitution of India in the year 2009 against State Bank of India, Chennai and Ors. (Collectively, the "Respondents")

Our Company is one of the Respondents in the matter. Petitioner has filed the writ before the Court in the nature of Mandamus to declare the act of State Bank of India, one of the Respondents, rejecting Petitioner's letter of credit issued by SBI-Commercial Branch Chennai, as illegal and consequentially seeking an order directing State Bank of India to honour its commitment to realize the payment of ₹132.06 Lakhs along with interest on the same to the Petitioner towards goods supplied by the Petitioner to our Company. Our Company has filed counter reply with the Hon'ble High Court in the year 2016 to dismiss the writ petition. Presently, the matter is pending before the Hon'ble High Court."

b. Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years: None.

2) FILED BY OUR COMPANY

a. Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:

- i. The Company has filed a suit (STC/PC/0003658/2022) before the Hon'ble V FTC MM Court, Saidapet, Chennai and the case is taken on file U/s 138 r/w 142 Negotiable Instruments Act against RM Enterprises (the "Respondent") for recovery of principal and interest amount to the tune of ` 1,22,232/- (Rupees One Lakh Twenty-Two Thousand, Two Hundred and Thirty-Two Only) along with the cylinders that haven't been released by them. Bailable warrants have been issued to the respondent with regard to this suit. The matter is listed on 05.06.2024
- ii. The company has filed a suit before the CESTAT, Chennai against the Commissioner of Customs (II) Chennai in relation to the two containers with Bills of Entry, 4926248 & 4925897 which are held in the CFS and are to be re-exported. The containers are incurring huge demurrage charges, and the High Court vide order dated 27.11.2019 passed in W.P. 20939 of 2017 held that containers shall be released forthwith upon payment of duty.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

The order is yet to be complied with despite making the payment and since the goods are live and pending clearance, it is necessary in the interest of justice that the appeal is taken up for hearing on an early date. The matter has been admitted and has been listed on 03.06.2024.

- iii. The company has filed a writ petition (WP(C)/27/2022) with Delhi High Court for rectification of the name of Refex Hotels Private Limited (R2) and praying for issuance of appropriate directions to R2 to change its name. Counter affidavits on behalf of both the Respondents are taken on record. Any pleadings which are under objections be placed on record. Delay, if any, is condoned. Pleadings are complete. The matter is partly heard and is now posted to 19.11.2024 for hearing.
 - iv. The company has filed a writ petition (WP/5074/2023, WP/5077/2023, WP/5096/2023) in the Madras High Court against The Commissioner of customs and 2 others directing the 1st and 2nd Respondent to ensure that the Demurrage Waiver Certificate dated 08.12.2020 issued by the 2nd Respondent is compiled by the 3rd Respondent and the subject containers nos. ZFLU2013012 and ZFLU2013080 are released to the Petitioner without requirement to pay any demurrage and storage charges including the charges from 03.09.2020 to the date of actual release of the goods. Currently, the matter is now reserved for orders.
 - v. The company has filed a suit (CRL MP No.6 of 2023) before the Hon'ble V FTC MM Court, Saidapet, Chennai against Best Engineering (Respondent). The Respondent had placed a purchase order for the products (Chlorodifluoromethane (R-22), Difluoromethane Pentafluoromethane (R410A), and Difluoromethane (R32) for which they had failed to make payments for the invoices raised. Therefore, the cheques issued were encashed and consequently were dishonoured. Due to non-receipt of payment, the case has been admitted and is yet to be heard. The Court on the condonation application is reserved for orders.
 - vi. The company has filed a petition (IB/682/2023) before the National Company Law Tribunal, New Delhi against TRN Energy Pvt Ltd for non-payment of dues against the work order for loading and Transportation of Fly ash to the Designated site. However, TRN Energy has paid the outstanding dues and the Company has filed a withdrawal memo. The matter is posted for Admission on 01.08.2024.
- b. Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:** None
- c. Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years:**
- i. Company has filed an appeal before the Hon'ble Commissioner of Income Tax Appeals at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) r.w.s 147 of Income Tax Act 1961 which was passed against our Company. This matter relates to issue of Long-Term capital gains on sale of land and excess depreciation claimed during the Financial Year 2013-14 which is having the tax demand to the tune of Rs. 821.13 Lakhs for the assessment year 2014-15 which was raised by an assessing officer by way of issue of an assessment order dated March 31, 2022 under Section 143(3) r.w.s 147 of Income Tax Act, 1961. Further, the company has filed an application for rectification and by processing the rectification application, the demand is reduced to Rs. 751.16 Lakhs. However, the matter is pending before CIT(A) and is expected to come up for hearing in due course.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

- ii. Company has filed an appeal before the Hon'ble Commissioner of Income Tax (Appeals) at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) of Income Tax Act 1961 which was passed against our Company. This matter pertains to the disallowance of certain purchases & expenses during the Financial Year 2019-20 which resulted in a tax demand amounting to Rs. 4,086.66 lakhs for the assessment year 2020-21 which was raised by an assessing officer by way of issue of an assessment order dated September 30, 2022 under Section 143(3) of Income Tax Act, 1961. The matter is pending before CIT(A) and is expected to come up for hearing in due course.
- iii. Company has filed an appeal before the Hon'ble Commissioner of Income Tax Appeals at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) of Income Tax Act 1961 which was passed against our Company. This matter pertains to the disallowance of certain purchases & expenses during the Financial Year 2020-21 and disallowance u/s 14A which resulted in a tax demand amounting to ` 1,154.35 Lakhs for the assessment year 2021-22 which was raised by an assessing officer by way of issue of an assessment order dated December 31, 2022 under Section 143(3) of Income Tax Act, 1961. The matter is pending before CIT(A) and is expected to come up for hearing in due course.
- iv. Writ has been filed to quash impugned order in DIN No: ITBA/AST/M/147/2023 24/1053369453(1) dated 31.05.2023 for the assessment year 2016-17 passed by the Deputy Commissioner of Income Tax, as the same has been completed adhering to the provisions of section 144A of the Income Tax Act.
- v. Company has preferred to file an appeal before the Hon'ble Commissioner of Income Tax Appeals at Chennai (the "appellate authority") as aggrieved by an order of Assessing officer, Chennai under Section 143(3) of Income Tax Act 1961 which was passed against our Company. This matter pertains to the disallowance of certain purchases & expenses during the Financial Year 2018-19 which resulted in a tax demand amounting to ` 4,731.69 Lakhs for the assessment year 2019-20 which was raised by an assessing officer by way of issue of an assessment order dated March 31, 2024 under Section 143(3) of Income Tax Act, 1961.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Disclosure requirements of Indian Accounting Standards

Note 34 - Disclosures in respect of Ind AS 107 - Financial Instruments

a) Financial Instruments by categories

The carrying value and fair value of financial instruments by categories were as follows:

Amount as on 31 st March 2024				(Rs. In Lakhs)
Particulars	Amortized cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI	Total
Assets:				
Non-Current Investment	-	7,376.11	-	7,376.11
Other Non-Current Financial Assets	407.22	-	-	407.22
Current Trade Receivables	30,594.13	-	-	30,594.13
Cash & Cash Equivalents	3,307.91	-	-	3,307.91
Other Current Financial Assets	8,319.32	-	-	8,319.32
Total Financial Assets	42,628.59	7,376.11	-	50,004.70
Liabilities:				
Long term Borrowings	5,296.00	-	-	5,296.00
Lease Liability	9,740.08	-	-	9,740.08
Short term Borrowings	6,420.13	-	-	6,420.13
Trade Payables	5,432.95	-	-	5,432.95
Other Current financial liabilities	613.68	-	-	613.68
Total Financial Liabilities	27,502.84	-	-	27,502.84

Amount as on 31 st March 2023				(Rs. In Lakhs)
Particulars	Amortized cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI	Total
Assets:				
Non-Current Investment	-	7,375.27	-	7,375.27
Other Non-Current Financial Assets	-	-	-	-
Current Trade Receivables	24,516.51	-	-	24,516.51
Cash & Cash Equivalents	1,023.44	-	-	1,023.44
Other Financial Assets	8,401.09	-	-	8,401.09
Total Financial Assets	33,941.04	7,375.27	-	41,316.31
Liabilities:				
Long term Borrowings	4,045.78	-	-	4,045.78
Lease Liability	6,759.23	-	-	6,759.23
Short term Borrowings	4,137.24	-	-	4,137.24
Trade Payables	19,258.55	-	-	19,258.55
Other Current financial liabilities	409.69	-	-	409.69
Total Financial Liabilities	34,610.49	-	-	34,610.49

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

b) Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

c) Valuation Technique used to determine Fair Value:

Specific valuation techniques used to value financial instrument:

The non-current investment is in Alternative Investment Fund, with a portfolio of different investments and the Fair Value analysis incorporates assessment of each investment made by the Fund as of the valuation date. Based on the valuation summary prepared by registered valuer the company values the investment as on the date of financial statement.

d) The following tables present fair value hierarchy of assets and liabilities measured at fair value:

Amount as on 31 st March 2024					(Rs. In Lakhs)
Particulars	Level 1	Level 2	Level 3	Total	
Financial assets at FVPL:					
Investment in Alternate Investment Fund	-	-	7,376.11	7,376.11	
Total Financial assets at FVPL			7376.11	7,376.11	

Amount as on 31 st March 2023					(Rs. In Lakhs)
Particulars	Level 1	Level 2	Level 3	Total	
Financial assets at FVPL:					
Investment in Alternate Investment Fund	-	-	7,375.27	7,375.27	
Total Financial assets at FVPL				7,375.27	

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 35 - Financial Risk Management

The Company's activities expose to limited financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument.

The company is exposed to market risk primarily related to foreign exchange rate risk (currency risk), Interest rate risk and the market value of its investments.

Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. It principally arises from the Company's Trade Receivables, Retention Receivables, Advances and deposit(s) made.

Trade Receivables

The company has outstanding trade receivables amounting to Rs. 3,05,94,13,269 as at March 31,2024 and Rs. 2,45,16,51,199 as at March 31, 2023. Trade receivables are typically unsecured and are derived from revenue earned from customers. Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The company is not exposed to concentration of credit risk to any one single customer. Default on account of Trade Receivables happens when the counterparty fails to make contractual payment when they fall due

Further for amounts overdue are constantly monitored by the management and provision towards expected credit loss are made in the books. Management estimated of expected credit loss for the Trade Receivables are provided below with the classification on debtors.

Overdue period	Expected Credit Loss
0-30 days	3%
31-60 days	3%
61-90 days	3%
91-120 days	5%
121-180 days	10%
181-360 days	10%
> 360 days	100%
> 3 Years	100%

The above % has been arrived by taking a simple average of 3 Variants. The 3 variants are arrived on by the management on the basis of Conservative, Moderate and aggressive estimates.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Credit Risk Exposure

An analysis of age of trade receivables at reporting date is summarized as follows:

Particulars	As at March 31, 2024	
	Net outstanding	Impairment
0 to 30 days	4,146.73	124.40
31 to 60 days	123.64	3.71
61 to 90 Days	119.46	3.58
91 to 120 days	3.89	0.19
121 to 180 days	38.01	3.80
181 to 360 days	107.75	10.77
More than 1 year and less than 3 years	61.15	61.15
More than 3 years	3.23	3.23
No Credit Loss expected*	5,678.73	-
Not due*	20,522.39	-
Total	30,804.98	210.85

*Rs. 20,502.39 Lakhs is not due as on 31.03.2024 and no credit loss is expected towards Rs.5,678.73 Lakhs as per management judgement. Hence no impairment is provided on these amounts.

(Rs. In Lakhs)

Movement in Provision for Doubtful Debts	Amount
As at March 31, 2023	811.09
Charge for the year ended March 31, 2024	-
Utilized for the year March 31, 2024	-
Reversal of Excess Provision	600.24
As at March 31, 2024	210.85

Trade receivables are impaired in the year when recoverability is considered doubtful based on the recovery analysis performed by the company for individual trade receivables. The company considers that all the above financial assets that are not impaired and past due for each reporting dates under review are of good credit quality.

Liquidity Risk

Our liquidity needs are monitored based on the monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations, Term loan from Banks, and Contribution in the form of share capital.

We manage our liquidity needs by continuously monitoring cash inflows and by maintaining adequate cash and cash equivalents. Net cash requirements are compared to available cash in order to determine any shortfalls.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Short term liquidity requirements consist mainly of sundry creditors, expense payable, employee dues, repayment of loans and retention & deposits arising during the normal course of business as of each reporting date. We maintain a sufficient balance in cash and cash equivalents to meet our short-term liquidity requirements.

We assess long term liquidity requirements on a periodical basis and manage them through internal accruals. Our non-current liabilities include Unsecured Loans from Promoters, Term Loans from Banks, Retentions & deposits.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities. The table have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

The table includes principal cash flows

Amount as on 31 st March 2024						(Rs. In Lakhs)
Particulars	1 year	1-3 years	3-5 years	More than 5 years	Total	
Vehicle Loans	71.83	1,315.40	133.73	-	1,520.97	
Term Loans	1,516.20	1,613.88	1,583.18	649.93	5,363.07	
Total	1,588.03	2,929.28	1,716.79	649.93	6,884.03	

Amount as on 31 st March 2023						(Rs. In Lakhs)
Particulars	1 year	1-3 years	3-5 years	More than 5 years	Total	
Vehicle Loans	946.24	49.78	-	-	996.02	
Term Loans	666.00	1,332.00	1,332.00	1,332.00	4,662.00	
Loans from Related party	25	-	-	-	25	
Total	1,637.24	1,381.78	1,332.00	1,332.00	5,683.02	

Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rates does not have material impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. The company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks and the impact of which is found to be immaterial.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Interest Rate Risk

At the reporting date the interest rate profile of the company's interest – bearing financial instruments as follows, all being fixed rate of borrowing, the company is not assuming any risk on interest increase.

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Liabilities:		
Term Loan from Bank – secured	9.12% to 9.66%	9.90%
Vehicle Loan from Bank - Secured	6.75 % to 10.35%	6.17 to 8.50%
Vehicle Loan from Financial Institutions	7.04% to 9.90%	7.04%
Working Capital from Bank – Secured	8.50% to 9.31%	8.50 to 9.31%
Bank Overdraft	8.50%	-
Loan from directors	-	10%

The period end balances are not necessarily representative of the average debt outstanding during the period.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

In order to maintain or adjust the capital structure, the Company may adjust the number of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets or by adequate funding by the shareholders to absorb the losses of the Company.

The Company's capital comprises equity share capital, retained earnings and other equity attributable to equity holders. The primary objective of Company's capital management is to maximize shareholders value. The Company manages its capital and makes adjustment to it considering the changes in economic and market conditions. The total share capital as on March 31, 2024 is Rs. 23,13,62,780 (Previous year Rs.22,10,70,240)

(Rs. In Lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Total Debt	11,716.13	8,183.02
Less: Cash and cash equivalent	3,307.91	1,023.44
Net Debt	8,408.22	7,159.58
Total Equity	46,557.81	31,439.38
Net debt to equity ratio (No of times)	0.18	0.23

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note - 36 Disclosure in respect of Indian Accounting Standard (Ind AS)-19 “Employee Benefits

iv) General description of various defined employee’s benefits schemes is as under:

a) Provident Fund:

The company’s Provident Fund is managed by Regional Provident Fund Commissioner. The company pays fixed contribution to provident fund at pre-determined rate.

b) Gratuity:

Gratuity is a defined benefit plan, provided in respect of past services based on the actuarial valuation carried out by actuary and corresponding contribution to the fund is expensed in the year of such contribution.

The scheme is funded by the company and the liability is recognized on the basis of contribution payable to the insurer, i.e., the Life Insurance Corporation of India, however, the disclosure of information as required under Ind AS-19 have been made in accordance with the actuarial valuation.

v) The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Other Comprehensive Income (OCI) and Balance Sheet & other disclosures are as under:

GRATUITY:

Assets and Liability (Balance Sheet Position):

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31,2023
Present Value of Obligation	163.7	100.23
Fair Value of Plan Assets	102.9	88.01
Surplus / (Deficit)	(60.79)	(12.22)
Effects of Asset Ceiling, if any	-	-
Net Asset / (Liability)	(60.79)	(12.22)

Movement in Defined Benefit Obligation

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31,2023
Defined benefit obligation at the beginning of the year	100.2	45.0
Current service cost	39.9	27.6
Interest Cost	7.5	3.3
Benefits Paid	(1.01)	-
Re-measurements - actuarial loss/(gain)	17.1	24.4
Defined benefit obligation at the end of the year	163.7	100.2

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Changes in the Fair Value of Plan Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Fair Value of Plan Assets as at the beginning	88.0	-
Investment Income	6.6	-
Employer's Contribution	10.1	88.0
Employee's Contribution	-	-
Benefits Paid	(1.01)	-
Return on plan assets, excluding amount recognised in net interest expense	(0.72)	-
Transfer In / (Out)	-	-
Fair Value of Plan Assets as at the end	102.9	88.0

Expense recognised in Statement of Profit & Loss

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current service cost	39.9	27.6
Past service cost	-	-
Loss/Gain on settlement	-	-
Net Interest cost/(income) on Net Defined Benefit Liability/(assets)	0.9	3.3
Cost Recognized in P&L	40.9	30.8

Expense recognised in Other Comprehensive Income

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Actuarial (gain)/loss due to assumption changes	-	-
Change in financial assumptions	6.8	(2.51)
Experience variance (i.e., Actual experience Vs assumptions)	10.3	31.3
Change in Demographic assumption	-	(4.36)
Return on plan assets, excluding amount recognised in net interest expense	0.7	-
Actuarial (gain)/loss recognized in OCI	17.8	24.4

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Sensitivity Analysis

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Defined benefit obligation (base)	163.7	100.2

Assumption	Change in Assumption	As at March 31, 2024	As at March 31, 2023
Discount Rate	1.00%	142.07	87.45
	-1.00%	190.12	115.85
Salary growth Rate	1.00%	183.04	113.65
	-1.00%	146.21	88.66
Attrition Rate	50%	155.74	95.8
	-50%	173.64	105.61
Mortality Rate	10%	163.63	100.18
	-10%	163.81	100.30

Actuarial Assumption

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.15%	7.45%
Rate of salary increase	10.00%	10.00%
Retirement Age	58 Years	58 Years
Average Future Service	16.3 to 22.03	16.33

LEAVE ENCASHMENT

Assets and Liability (Balance Sheet Position):

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of obligation	65.58	35.90
Fair value of plan assets	-	-
Surplus/ (Deficit)	(65.58)	(35.90)
Effects of asset ceiling, if any	-	-
Net asset/(liability)	-	(35.90)

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Expense recognised in Statement of Profit & Loss

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of obligation as at the beginning	35.90	37.12
Present value of obligation as the end	65.58	35.90
Benefit payment	4.86	-
Actual return on plan assets	-	-
Transfer in / (out)	-	13.25
Cost Recognized in P&L	(34.54)	(12.03)

Sensitivity Analysis

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Defined benefit obligation (base)	(55.97)	(35.90)

Assumption	Change in Assumption	As at March 31, 2024	As at March 31, 2023
Discount Rate	1.00%	56.69	30.86
	-1.00%	76.48	42.09
Salary growth Rate	1.00%	76.07	41.88
	-1.00%	56.83	30.93
Attrition Rate	50%	62.28	34.24
	-50%	69.90	37.99
Mortality Rate	10%	65.52	35.87
	-10%	65.63	35.92

Actuarial Assumption

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.15%	7.45%
Rate of salary increase	10.00%	10.00%
Retirement Age	58 Years	58 Years
Average Future Service	16.3 to 22.03	16.3

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

vi) Share Based Payments

a) Scheme Details

The Company has Employee Stock Option Schemes i.e. ESOP 2021 under which options have been granted the exercise price to be vested from time to time on the basis of performance and other eligibility criteria. Details of number of options outstanding have been tabulated below:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Weighted Average exercise price (INR)	Number of Options	Weighted Average exercise price (INR)	Number of Options
Opening Balance	-	33,25,715	-	-
Granted during the year	-	17,15,120	90.40	35,00,045
Exercised during the year	196.79	1,46,270	-	-
Forfeited during the year	-	6,95,647	90.40	1,74,330
Closing Balance		41,98,918		33,25,715

*Effecting the stock split, the number of options is restated for previous year for the purpose of comparison.

b) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Employee option plan	22.25	24.95
Total employee share-based payment expense	22.25	24.95

c) Fair value of options granted

The weighted average fair value of options as on 31 March 2024 is Rs. 316.18 per option.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 37 - Disclosure in respect of Indian Accounting standard (Ind AS)-108: "Operating Segments"

The Company has not derived revenues from any customer which amount to 10 per cent or more of Company's revenues except Taranjot Resources Pvt Ltd (37.28%), TANGEDCO (21.64%), KSK Mahanadi Power company ltd (11.42%)

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Segment Revenue (Net Sales/Income)		
Ash & Coal Handling Business	94,558.23	1,28,641.08
Power Trading	28,089.76	18,755.22
Refrigerant Gas - (Refilling) and Sales	7,230.71	6,441.47
Sale Of Service	5,564.26	6,799.22
Electric Vehicle	1,231.25	-
Solar Power - Generation and Related Activities	1,036.26	1,153.50
Others	576.56	1,124.47
Total	1,38,287.04	1,62,914.96
Segment Results		
Ash & Coal Handling Business	12,073.72	12,913.96
Power Trading	39.35	42.31
Refrigerant Gas- (Refilling) &Sales	(160.38)	406.34
Sale Of Service	2,845.81	3,840.16
Electric vehicles	(737.15)	-
Solar Power - Generation and Related Activities	437.42	504.97
Others	29.44	42.9
Corporate	(1,271.76)	(975.08)
Profit /Loss before Interest and Tax	13,256.46	16,775.60
Finance Cost	2,935.88	1,941.03
Other Income	1,825.69	828.78
Exceptional Items	13.07	24.73
Profit /Loss before Tax	12,133.19	15,638.62

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Particulars	As at March 31, 2024	As at March 31, 2023
Segment Assets		
Ash & Coal Handling Business	36,594.29	25,957.32
Power Trading	88.04	16,748.74
Refrigerant Gas- Refilling & Sales	2,795.99	3,153.56
Sale Of Service	-	0.25
Electric Vehicle	7,169.64	-
Solar Power - Generation and Related Activities	5,611.84	6,066.61
Others	-	24.99
Corporate	27,538.10	23,278.63
Total Segment Assets	79,797.90	75,230.10
Segment Liabilities		
Ash & Coal Handling Business	9,789.81	10,153.42
Power Trading	650.25	17,523.37
Refrigerant Gas- Refilling & Sales	320.13	315.70
Sale Of Service	180.00	1,123.72
Electric Vehicle	6,008.66	-
Solar Power - Generation and Related Activities	7,033.44	6,759.22
Others	0.00	25.26
Corporate	55,815.61	39,329.40
Total Segment Liabilities	79,797.90	75,230.10

Note - 38 Disclosure in respect of Indian Accounting Standard (Ind AS)-37 "Provisions, Contingent Liabilities and Contingent Assets"

These provisions are expected to be settled in the next financial year. Management estimates the provision based on historical information and any recent trends that may suggest future claims could differ from historical amounts

(Rs. In Lakhs)

Particulars	Opening balance	Additions/ Transfers	Utilization	Reversal / Transfers	Closing balance
Short term Provision for tax (Net)	2,424.95	1,796.87	-	2,424.95	1,796.87
Provision for ECL	811.09	-	-	600.24	210.85

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Particulars	As at March 31,2024	As at March 31,2023
Corporate Guarantee to Group Co.	4,000	4,000
Other Corporate Guarantees	3,748	3,748
Claims against the company not acknowledged as debts*		
In respect of:		
a) Income Tax	14,273.53	5,992.19
b) Goods and Service Tax	500.80	-
c) Others	11.58	-

* The company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary

Note - 39 Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”

Names of Related Parties of the Company:

i) Parent company

Sherisha Technologies Private Ltd (previously known as SunEdison Energy India Pvt Ltd)

ii) Key Managerial Personnels (KMPs)

Anil Jain - Managing Director
G. Divya – Company Secretary
U. Lalitha - Chief Financial Officer

iii) Independent Directors

Amalanathan
Latha Venkatesh
Ramanathan K
Ramesh Dugar
Sivaramakrishnan Vasudevan

iv) Non-executives

Sachin Jha
Yash Jain
Nawaz Shameer Khan
Purvesh Kapadia
Susmitha Siripurapu
Dinesh Kumar Agarwal
Saravanan Vasanthakumar

v) Firms/Companies in which Key Managerial Personnel are interested

Svaryu Energy Limited (previously known as Refex Energy Limited)
Refex Renewable & Infrastructure Limited (previously known as SunEdison Infrastructure Ltd)
Sherisha Rooftop Solar SPV Four Private Limited
Broil Solar Energy Pvt Ltd
SEI CleanTech Pvt Ltd
Ishaan Solar Power Pvt Ltd
Ugamdevi Tarachand Foundations
SEI Tejas Pvt Ltd
3I Medical Technologies Private Limited
Refex Airports and Transportation Private Limited

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Refex Beverages Private Limited
 Sil Jupiter Solar Private Limited
 Sil Neptune Solar Private Limited
 Silres Energy Solutions Private Limited
 Sunedison Energy Solutions Private Limited
 Sunedison Rooftop Solar Spv 6 Private Limited
 Sherisha Bikaner Solar Power Private Limited
 Anam Medical Solutions Private Limited
 Anam Api Fine Chemicals Private Limited
 Vs Lignite Power Private Limited
 Refex Solar Power Private Limited
 Sherisha Infrastructure Private Limited
 Scorch Solar Energy Private Limited
 Sparzana Aviation Private Limited
 Refex Research Private Limited
 Soy-Sar Edible Private Limited
 Sil Power Storage Solutions Private Limited
 Sourashakthi Energy Private Limited
 Spangle Energy Private Limited

Singe Solar Energy Private Limited
 Torrid Solar Power Private Limited
 Refex Power Trading Private Limited
 Nisa Renew Energy Private Limited
 LSM Developers LLP
 Traction Infra LLP
 Refex Capital Advisors LLP
 Techbin Enterprises LLP
 Sherisha Solar LLP
 STPL Solutions LLP
 Avyan Pashupathy Advisors One LLP
 Aabhuti Special Situations Advisory LLP

vi) Relatives of KMPs

Ugamdevi Jain
 Tarachand Jain
 Dimple Jain
 Jagdish Jain
 Yash Jain

* U.Lalitha has resigned from Chief Financial Officer (CFO) and Dinesh Kumar is appointed to fill the position as CFO with effect from 24.05.2024.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Transactions during the year

(Rs. In Lakhs)

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
Anil Jain - Managing Director	Director Remuneration	84.00	84.00
	Rental Expenses	-	4.50
	Dividend	-	-
	Other reimbursements	3.17	4.20
Amalanathan	Director's Sitting fee	-	2.20
Jamuna Ravikumar	Director's Sitting fee	-	1.15
Ramesh Dugar	Director's Sitting fee	2.90	2.25
Shailesh Rajagopalan	Director's Sitting fee	-	0.60
Krishnan Ramanathan	Director's Sitting fee	1.55	0.35
Susmitha Sirupurapu	Director's Sitting fee	1.50	0.30
Sivaramakrishnan Vasudevan	Director's Sitting fee	2.80	0.10
Latha Venkatesh	Director's Sitting fee	0.45	-
U. Lalitha - Chief Financial Officer	Salary & Allowances	53.65	32.47
S. GopalKrishnan- Company Secretary	Salary & Allowances	-	2.36
G Divya	Salary & Allowances	18.92	7.86
Yash Jain	Loan Received	817.00	25.00
	Interest expense	27.78	0.01
Nawaz Shameer Khan	Director Remuneration	118.00	-

Entities in which Key Management personnel are interested

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
Svaryu Energy Limited (previously known as Refex Energy Limited)	Purchase of services	48.38	46.97
	Loans & Advances	-	20.09
VS Lignite Power Private Limited	Sales of services	3,704.26	4,939.22
Refex Renewables and Infrastructure Ltd (previously known as SunEdison Infrastructure Ltd)	Sales	160.28	2.12
	Rental Income	14.23	-
	Rental Deposit	1.20	-
	Reimbursement	1.29	-
	Purchase of goods or services	2.40	-

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
Sherisha Technologies Pvt Ltd	Interest Income on Advance	559.17	559.17
	Rental Charges	109.11	9.21
	Reimbursements	78.19	16.85
	Purchase	500.00	800.00
	Rent Income	2.96	-
	Rental Deposit Given	20.39	-
	Rental Deposit Received	1.20	-
	Advance received	-	700.00
Sherisha Rooftop Solar SPV Four Private Limited	Sale of goods	416.29	1,124.47
	Reimbursement	-	41.82
Sparzana Aviation Private Limited	Purchase of services	10.79	92.10
Refex Airports and Transportation Private Limited	Reimbursement	0.86	-
Ugamdevi Tarachand Foundations	CSR expenditure	167.00	-

Cumulative balances outstanding

(Rs. In Lakhs)

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
Anil Jain	Rent and Remuneration Payable	4.47	4.47
U.Lalitha - Chief Financial Officer	Salary & Allowances	-	1.90
G Divya	Salary & Allowances	-	1.09
Amalanathan	Director's Sitting fee	-	0.09
Ramesh Dugar	Director's Sitting fee	-	0.59
Shailesh Rajagopalan	Director's Sitting fee	-	0.41
Susmitha Sirupurapu	Director's Sitting fee	-	0.14
Sivaramakrishnan Vasudevan	Director's Sitting fee	-	0.09
Svayu Energy Limited (previously known as Refex Energy Limited)	Trade Payable	8.55	6.03
	Advance payable	9.76	20.10
VS Lignite Power Private Limited	Trade receivable	-	653.72
Refex Renewables Infrastructure Limited	Rental Income	8.67	-
	Rental Deposit	1.20	-

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

(Rs. In Lakhs)

Name of Related Party	Nature of Transaction	FY 2023-24	FY 2022-23
Sherisha Technologies Pvt Ltd	Rental Deposit Given	20.39	7.00
	Interest Receivable	-	-
	Trade Payable	-	720.00
	Reimbursement payable	-	13.25
	Inter Corporate Deposit	4,659.69	4,659.69
	Rental Deposit Received	1.20	-
	Rental Income receivable	3.19	-
	Interest Receivable	447.33	559.16
Yash Jain	Loan from Director	-	25.00
	Interest payable	-	0.01
Nawaz Shameer Khan	Director remuneration payable	118.00	-

Note 40 - Exceptional Items

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Diminution in the value of investments	(13.07)	(24.73)
Total exceptional income/(expense)	(13.07)	(24.73)

For the year ended 31st March, 2024 and 31st March, 2023

The company has recognised a diminution in the value of investments of Rs. 13.07 lakhs for the year ended 31-3-2024 and Rs. 24.73 Lakhs for the year ended 31-3-2023 in the statement of profit & loss as an exceptional item pursuant to IND AS 107 - Financial Instruments which requires to measure the investment at fair value through P&L.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 41 - Earnings per share (EPS)

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
IV. Net profit/(loss) attributable to equity shareholders for calculation of EPS	9297.87	11,606.08
V. Weighted average number of equity shares		
For Basic EPS	11,06,36,525	10,76,74,230
For Diluted EPS	11,12,15,947	10,77,82,165
VI. Earnings per share		
Basic EPS*	8.40	10.78
Diluted EPS*	8.36	10.77

* The equity shares of the Company has been split/ sub-divided from 01 (One) Equity Share of face value of Rs. 10/- each to 05 (Five) Equity Shares of face value of Rs. 2/- each, fully paid-up, ranking pari-passu in all respects, with effect from the record date i.e., March 22, 2024. Hence Earnings per share for the prior periods have been restated considering the face value of Rs.2/- each in accordance with Ind AS 33 - "Earnings per share".

Note 42 - Details of Loans given, Investments made and Guarantee given covered u/s 186 (4) of the Companies Act, 2013.

(Rs. In Lakhs)

Particulars	Nature of Relationship	Purpose	As at March 31, 2024	As at March 31, 2023
Sherisha Technologies Pvt Ltd	Promoter	Working capital	4,659.69	4,659.69
Svaryu Energy Limited	Entities in which KMP is interested	Corporate Guarantee	3,748.00	3,748.00
Group company	Group company	Corporate Guarantee	4,000.00	4,000.00
Reveuse Fashions and Lifestyle Pvt Ltd	Independent entity	Inter-corporate deposit	-	620.00

Note 43 - Additional regulatory information required by Schedule III

(i) Details of Benami Property held

During the year, no proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets"

The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

(iii) Willful defaulter

The company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

None

(v) Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

"The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(viii) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E, intangible asset and investment property

The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Consolidated notes forming part of Financial statements

for the year ended March 31, 2024

Note 44

The figures for the corresponding previous year have been regrouped / reclassified / restated wherever necessary, to make them comparable.

Note 45 - Approval of Financial Statements

The financial statements were approved for issue by the Board of Directors on 24.05.2024

As per our report of even date

For ABCD & Co

Chartered Accountants

Firm No: 016415S

Vinay Bacchawat

Partner

Membership No. 214520

Place: Chennai | **Date:** 24-5-2024

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

DIN: 00181960

Uthayakumar Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

DIN: 07544757

G Divya

Company Secretary

Membership No.: A37320



PROFIT WITH PURPOSE

BUILDING A SUSTAINABLE LEGACY

Refex Industries Limited
Annual Report 2023-24

Registered office: 2nd Floor, No 313, Refex Towers,
Sterling Road, Valluvar Kottam High Road, Nungambakkam,
Chennai - 60034 P:044- 43405950

www.refex.co.in