Poised for a Stronger Future through Sustainable Growth

Annual Report 2022-23

Index

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.

To view this Report online and to know more about us, please visit:

www.refex.co.in

At the core of our operations prevails our resolute commitment to Sustainable Growth - a vision that drives us towards a stronger and more prosperous future, while preserving the world for future generations.

At Refex Industries Limited, our steadfast focus on innovation and environment-friendly products and processes has been the cornerstone behind our consistent growth and expansion across various markets and multiple business segments. From humble beginnings as a refrigerant gas company to diversifying our operations in the areas of ash and coal handling as well as power trading, we have successfully seized every opportunity and emerged as one of the leading sustainable energy solution providers in the industry.

Efficient resource deployment, continuous improvement and agile responses to the evolving industry dynamics, while being aligned to our founding principles, have remained integral to our remarkable journey. Customer satisfaction is paramount, enabling us to consistently adapt to the needs of our customers, meet their expectations and forge enduring relationships, built on trust and loyalty. Aiming for excellence, we are nimble in adopting the latest technologies and leveraging the benefits of digitalisation. Together, these help us to enhance efficiencies, streamline workflows, and optimise resource utilisation, thereby fostering a culture of sustainable growth and performance.

With sustainability embedded across every facet of our business and contributing to a cleaner and better future, we ensure value creation for our stakeholders and the planet at large. This has helped us to emerge as a global player, setting new standards for excellence and responsible corporate conduct.

Moving ahead, we look forward to strengthening our efforts in product and process excellence, while adhering to responsible practices to achieve sustainable growth.

Refex Industries Limited at a Glance

Refex Industries Limited specialises in the refilling and distribution of refrigerant gases, particularly hydrofluorocarbons (HFCs), which are environment-friendly and serve as alternatives to chlorofluorocarbons (CFCs) and hydrochlorofluorocarbons (HCFCs). These gases are primarily used as refrigerants, foam-blowing agents, and aerosol propellants.

Incepted in 2002 as Refex Refrigerants Private Limited, we engage in the refilling of refrigerant gases, specifically ozone-friendly hydrofluorocarbons (HFCs). 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, we attained the highest market share for refrigerant gases in the country.

Aligned with the evolving market needs, we strategically diversified our operations into ash and coal handling as well as power trading businesses. We leverage our strong expertise in resource management to offer comprehensive services that prioritise secure and responsible handling of coal and ash materials. With this, we aim to cater to the distinct requirements of power plants and other associated industries and actively contribute to the advancement and growing demand for efficient and sustainable energy solutions.

As a responsible business entity, we are committed to set highest standards for health and safety, environment protection, and sustainable development through our wide-ranging initiatives. Our ultimate goal is to build a resilient and enduring business, driven by a blend of talent, technology and innovation.

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

Our Purpose

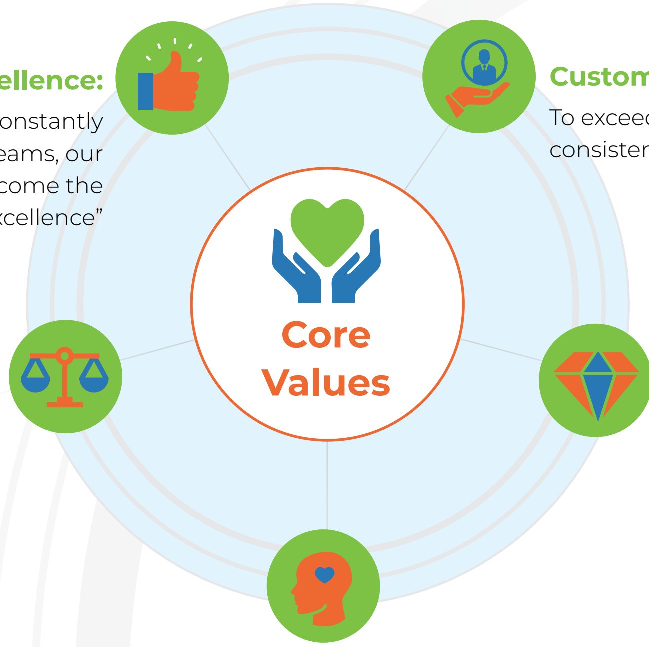
To contribute to creating a net carbon free world by accelerating the clean energy transition.

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.



Excellence:

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

Customer Value:

To exceed customer expectations – consistently & constantly

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

Our Diverse Business Segments

- Refrigerant Gases
- Ash and Coal Handling
- Power Trading
- Solar Power Generation

Quick Facts

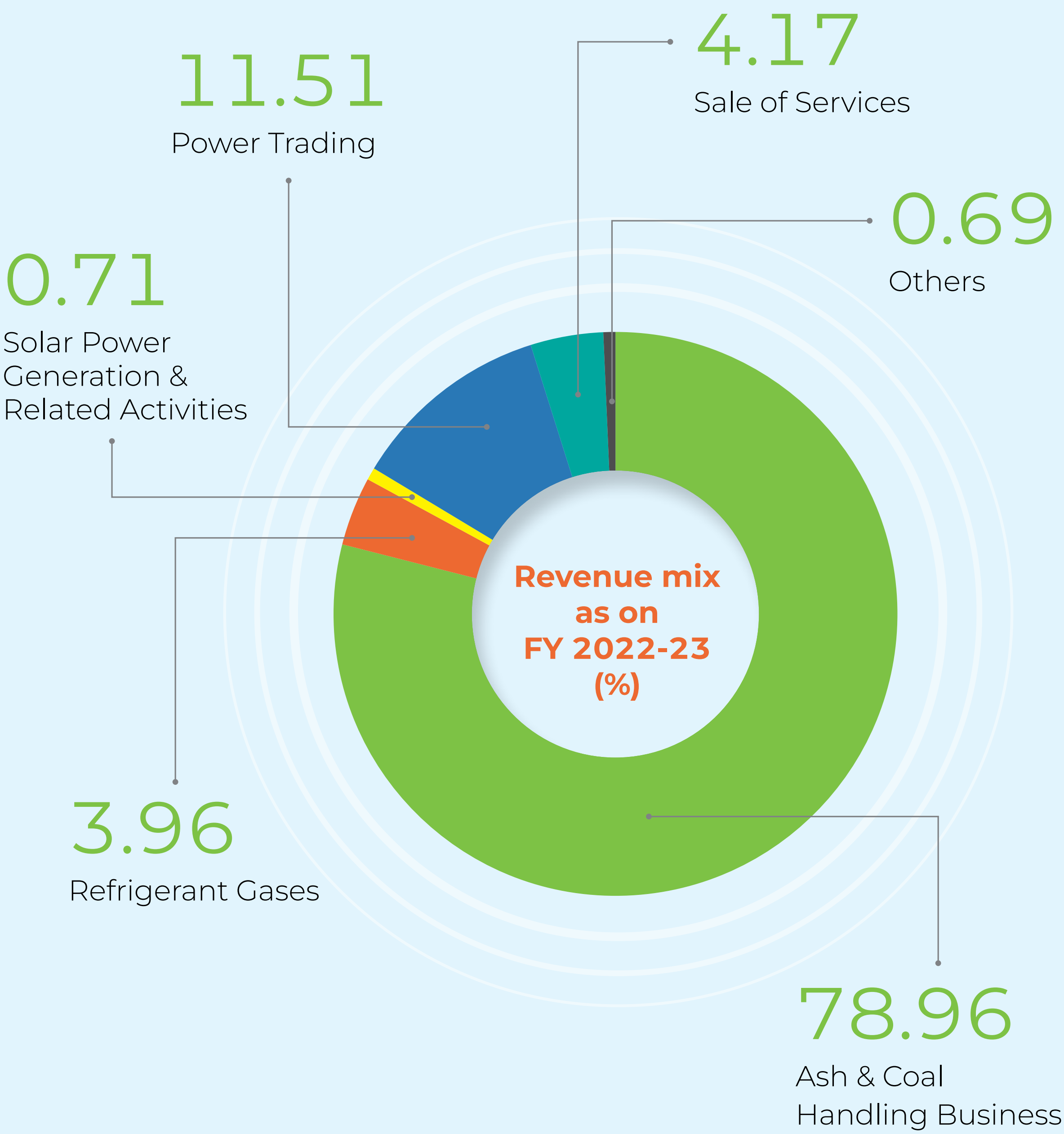
500+
Dealers and distributors

₹ 1,629 Crores
Revenue in FY 2022-23

₹ 116 Crores
PAT in FY 2022-23

220
Employees in FY 2022-23

Segment-Wise Performance



Milestone Moments in Our Journey

2002
Inception of Refex Refrigerants Private Limited (now Refex Industries Limited)
Commencement of refilling business of refrigerant gases (HydrofluoroCarbons)

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

2007
Listing of Refex Refrigerants Limited (IPO) on BSE

2008
Launched disposable refrigerants R134A Cans

2009
Achieved highest market share in refilling refrigerant gases
Listing of Refex on NSE

2023

- Certified as 'Great Place to Work' by GPTW
- Incorporated "Refex Green Mobility Limited", a Wholly Owned Subsidiary (WOS) of Refex Industries Limited

2022

Received Category 1 Power Trading Licence for Refex Industries Limited

2019

Forayed into power trading business

2018

Started fly ash and coal handling services to thermal power plants

2015

Started export of refrigerant gases

2013

Renamed Refex Refrigerants Limited to Refex Industries Limited

2012

Set up a 5MW solar power plant in Rajasthan

Refrigerant Gases

Pioneering the Refrigerant Gas Business in India

Pioneering path-breaking solutions and with vast expertise, Refex Industries Limited holds a prominent repute in the refrigerant gas industry. Relentless innovation and differentiated capabilities help us to stand out, surpassing the existing players in the industry, and command a premium.

Revolutionising with Innovation and Excellence

With one of the first ISO-certified units for refrigerant gas refilling in India, we established a new benchmark for quality and reliability in refilling of environmentally-accepted, ozone-friendly Hydrofluorocarbons (HFCs), used in air conditioners, refrigerators, and refrigerating equipment.

Frontrunners in this industry, we also launched a first-of-its-kind 'Refex Cans', thereby becoming the first company in India to supply automotive air conditioning gases in disposable cans. Designed and implemented by our skilled engineers and technicians, our products and meticulous processes enable HFC gases to be carefully procured and filled into various types of cans. These cans are then efficiently distributed across the country through a well-established supply and distribution network. The gases find application in both domestic and industrial sectors, for air cooling, and as aerosol propellants and blowing agents.

Having several industry-firsts to our credit reflects our commitment to delivering exceptional quality, which is further validated by our rigorous quality standards upheld by the ISO 9001 and 14001 certifications.

Locations

Refilling capacity - Tamil Nadu

Commercial warehouse - Delhi

Distribution - Pan India

Product Applications

Commercial and domestic refrigeration

Industrial refrigeration

Food processing

Commercial and domestic air-conditioning

Automotive air-conditioning

Chillers for builders and large systems

Aerosol propellants

Medical propellants

Foam blowing agent

Ash and Coal Handling

Strengthening Ash and Coal Handling Segment

Our endeavour to drive sustainable growth has led us to foray into the business of coal supply and ash disposal. With an extensive network of facilities and resources, we cater to PAN-India customers. Constant evolution in response to the ever-changing external environment makes us well-positioned to mitigate challenges and seize emerging opportunities.

Coal Trading and Coal Yard Management Services

We engage in coal trading, coal crushing and coal yard management services with the intent to ensure an efficient and uninterrupted supply of coal to power plants at a competitive price. The coal supply business commenced in 2018.

The coal supply services include sourcing, procurement, and transportation of various types of coal to thermal power plants. Utilising our network of trusted suppliers, we ensure timely delivery of best-quality products to our customers.

Under coal crushing services, the uncrushed coal is transported using trucks and is stored in heaps upon arrival at the coal yard. The crushed coal is directly placed in the hopper at the Coal Handling Plant (CHP) while the uncrushed coal passes through a grizzly for initial crushing, before being minimised. The unsized coal is broken down into smaller sizes before undergoing the crushing process. Additionally, comprehensive housekeeping services for the CHP equipment are also provided with the objective to maintain equipment efficiency. This includes housekeeping in the conveyor belt surroundings, cable trays, trenches, drains, and sump pits, where spilled coal is collected.

The services towards management of coal yards in thermal power plants encompass a wide range of crucial tasks, including CHP Room operations, housekeeping, segregation of coal & stone, management of heavy machinery, rake unloading, shifting, and crushing of coal, among others. These services are extended round-the-clock in a cost-effective and sustainable manner.

Handling and Disposal of Fly Ash

As part of our expansion efforts, we ventured into the management and disposal of fly ash produced during the combustion of coal in thermal power plants.

Fly ash poses serious environmental hazards if released into the environment. As strong advocates for sustainability, we leverage sophisticated technologies and state-of-the-art equipment to ensure safe collection, transportation, and disposal of thermal ash. The ash is safely procured from prominent thermal power plants located in Rajasthan, Maharashtra, and Chhattisgarh and subsequently supplied to leading cement manufacturers in Maharashtra, Chhattisgarh, Madhya Pradesh, and Rajasthan. This ash is also used for filling of low-lying areas and mines.

Over the years, we have forged close collaborations with power plant operators, which helps us to understand their unique requirements and offer tailored services to maximise fly ash collection and minimise the chances of hazardous disposal. Similarly, harmonious relationships with cement companies and government authorities situated in the region ensure smooth transportation and safe disposal of the hazardous ash. The ash disposal business is expected to grow exponentially in the coming years, owing to the rising demand for electricity and stringent environ-mental regulations, which bodes well for us.

Prioritising safety, sustainability, efficiency, innovation, and customer satisfaction, with adherence to all relevant regulations and industry standards, remains at the heart of our fly ash disposal and will continue to steer business excellence.

Case Study

We accepted the challenge to completely dispose of the continuously growing ash dyke of 4.26 Lakhs MT at the Sai Wardha Power Plant. The ash generated kept accumulating at the plant and posed a significant threat to the power plant operations. In a short span of two years, we succeeded in closing the ash pond completely, draining the water in an environmentally-friendly manner, excavating the ash, and transporting and disposing of the ash in landfill & backfill areas, in line with the applicable environmental standards.

Power Trading

Successful Foray into Power Trading

Recognising the abundant opportunities in power trading and with the aim to capitalise on them to expand our business footprint, we strategically engage with diverse stakeholders for purchase and sale of electrical power or energy.

Power Trading

Our efforts in power trading are bolstered by the Category-I Power Trading licence granted to us by the Hon'ble Central Electricity Regulatory Commission (CERC) in March 2022 for the purchase and sale of both renewable and non-renewable power. Valid for a duration of 25 years, this licence provides us with the flexibility to trade in the electrical sector without any upper limit on the annual volume of electricity traded.

Our scope of operations includes import and export of electricity along with the supply and trading of electrical power across all states and Union Territories of India. We have also opted for a membership in the energy exchanges of India. This strategic decision enables us to leverage the robust infrastructure and widespread network of energy exchanges, facilitating seamless transactions and enhancing market participation. With a strong foundation and commitment to excellence, we aspire to make significant strides in the evolving power trading segment.

Key Highlights

Traded several MUs across Tamil Nadu, Uttar Pradesh, and other states

Ranked among the top 10 Power Traders (based on volumes traded) in India in March 2023

Diversifying into Solar Power

Making steep significant endeavors into the solar power segment, we entered into a power purchase agreement with NTPC Vidyut Vyapar Nigam Limited for setting up a 5MW solar power project in Balmer District, Rajasthan. An EPC contract with Essel Mining Limited was further procured for execution of the project.

In addition to power generation, the company excels in providing consultancy services and is a distributor of solar modules. The Indian solar industry looks quite promising owing to key growth drivers, including the rising demand for greener energy sources, increasing accessibility of solar power, and favourable government policies that promote the growth of renewable energy, presenting significant opportunities for players like us. Our expertise and strategic partnerships position us well to tap into these opportunities and meet the increasing demand for sustainable power solutions while experiencing considerable growth.

Chairman-cum-Managing Director's Message

Dear Shareholders,

It is with immense pleasure and enthusiasm that I connect with you through our Annual Report for FY 2022-23.

I am delighted to share that the past year has been exciting. Despite the challenging economic scenario, we delivered exceptional performance across all business segments, setting the foundation for long-term growth and progress. This is largely attributed to the successful execution of our strategic initiatives into uncharted territories and the expanding customer base. This accomplishment underscores our commitment and the value that Refex delivers to its stakeholders.

Refex's evolution has been driven by our unrelenting pursuit of innovation and excellence, a driving force that has propelled us for more than 20 years. As the year unfolded, the various business segments flourished, each contributing its own unique strengths to the overall success. This holistic growth approach has not only strengthened our market position but has also solidified our brand reputation and presence.

I would like to stress the importance of environmental, social, and governance (ESG) issues critical to the success of our business and society. Refex Industries Limited has made a proactive investment in formulating and implementing ESG framework across the business verticals ensuring sustainable performance excellence and innovation. I am also delighted to share that this year, we launched Refex Green Mobility Limited (RGML) business to contribute towards the reduction of greenhouse gas emissions and commenced operations from Bengaluru. RGML will run technology-enabled 100% 4-wheeler electric vehicles with trained drivers, and excellent response teams towards smart urban mobility. This stands as testimony to our strong commitment to the environment and society.

Segment-wise Performance in FY 2022-23

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. In FY 2022-23, we initiated supplying refrigerants to prominent OEMs such as Carrier, TVS Mobility, LG, and Voltas. Our reach extends to over 450 dealers and distributors across India, and we continue to grow.

Ash and Coal Handling:

Your 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 in Rajasthan, Maharashtra, and Chhattisgarh, 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 a major contract from a Public Sector Undertaking (PSU) for ash disposal and partnering with six more thermal power plants expanded our ash handling operations, manifesting in robust revenue growth from ash and coal handling.

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.

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 March 31, 2023. 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.

Overview of the financial performance

During the year, we achieved unprecedented milestones, attaining the highest revenue and profits, with revenue surpassing the ₹ 1,500 Cr mark. This remarkable growth was propelled by a substantial 267% increase in revenue from operations from nearly ₹ 444 Cr in FY 2021-22 to approximately ₹ 1629 Cr in FY 2022-23. The growth in revenue was primarily attributed to the significant expansion of the business verticals.

Throughout the year, we executed a strategic shift from outsourcing vehicles from vendors to utilising our own fleet for ash transportation, leading to notable cost savings in logistics. Net Profit grew by 156%, rising from nearly ₹45 Cr in FY 2021-22 to around ₹ 116 Cr in FY 2022-23. This increase was propelled by effective control over fixed overheads, operating leverage optimisation, and the substantial revenue generated during the year. Our operating profit margins stood at 10.72%, while net profit margins were at 7.12% during the year.

Advancing Digital Transformation

In today's rapidly evolving business landscape, digital transformation stands as a paramount necessity. Through proactive measures and cutting-edge digital technologies, we are rapidly streamlining our operations, elevating our core offerings, and fostering enduring growth. With the vision of profoundly impacting our people, processes, and overall business, our leadership team is deeply immersed in the digital journey. Achieving compliance with the Business Software Alliance (BSA) marks a significant milestone in this endeavour. Our overarching goal is to transform into a digitally agile and robust organisation capable of navigating the complexities of the evolving business landscape and enhancing efficiencies.

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 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 imperative to emphasise that our growth aspirations reflect our unwavering commitment to sustainable and responsible business practices. We prioritise striking a harmonious balance between growth and profitability, ensuring sustainable value creation for all our stakeholders. Our dedication to achieving ESG compliance is a pivotal factor in driving the success of our business. With this in mind, we are resolute in taking every essential measure towards ESG compliance.

Conclusion

I would like to extend my heartfelt gratitude to each and every stakeholder for supporting and guiding us in this journey. I also express my gratitude to our dedicated employees whose relentless efforts have propelled us to the forefront of opportunities and steered our growth. As we head into an exciting future, we seek your continued support so that we can create value for all and shape a stronger future for your Refex.

Warm Regards,

Anil Jain
Chairman cum Managing Director

Key Financial Highlights

Key Figures

(₹ Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19
Revenue from Operations	1,62,914.96	44,395.88	63,265.88	66,074.43	46,105.11
EBITDA	17,464.91	5,783.19	6,767.50	5,134.91	2,827.49
Profit Before Tax	15,638.89	6,097.94	5,785.79	4,802.66	2,886.97
Net Profit	11,606.36	4,538.99	4,094.33	3,313.25	3,136.41
Net Fixed Assets	8,618.82	1,995.11	1,529.77	1,491.75	1,485.57
Cash Profit**	12,295.40	5,103.74	4,623.38	3,452.57	3,232.64
EBITDA Margins (%)	10.72	13.71	10.7	7.77	6.13
PAT Margins (%)	7.12	10.22	6.47	5.01	6.8
D/E Ratio (In times)	0.47	0.46	0.53	0.11	0.004
EPS (Face Value @ ₹ 10)(In ₹)	53.90	21.61	21.74	21.38	20.44
DPS (Face Value @ ₹ 1)(In ₹)	53.84	21.61	21.74	21.38	20.44

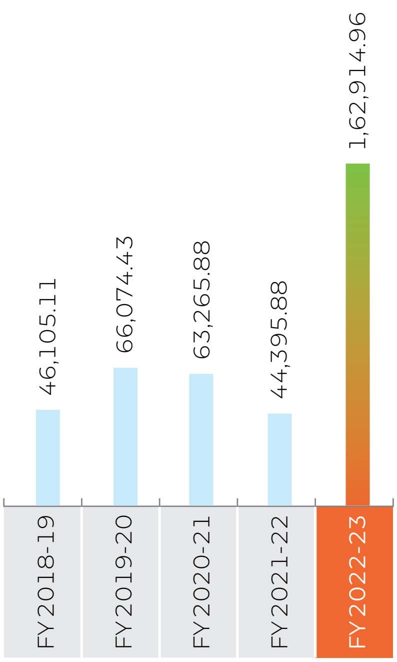
** Cash Profit = PAT + Depreciation

Balance Sheet Summary

Particulars	FY 2022-23	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19
Non-Current Assets	22,614.21	16,748.19	17,047.82	2,874.42	2,737.18
Current Assets	52,590.90	21,345.27	17,091.99	10,922.46	13,118.14
Total Assets	75,205.11	38,093.46	34,139.82	13,796.88	15,855.32
Shareholders' Funds	31,439.66	18,396.23	13,957.01	7,585.53	4,277.48
Non-Current Liabilities	10,590.68	6,114.18	7,275.65	1,340.42	33.58
Current Liabilities	33,174.77	13,583.05	12,907.14	4,870.93	11,544.28
Total Equity and Liabilities	75,205.11	38,093.46	34,139.82	13,796.88	15,855.32

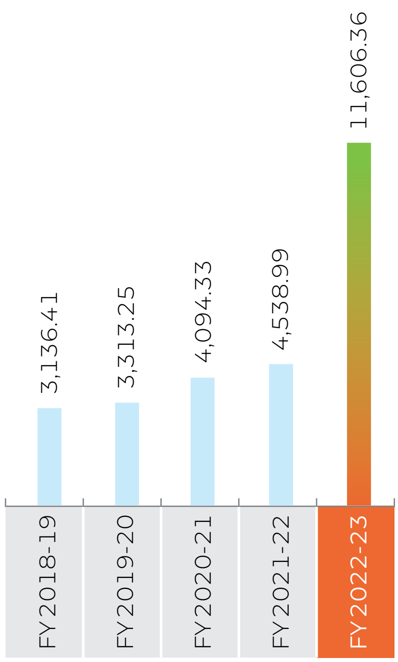
Revenue from Operations

(₹ Lakhs)



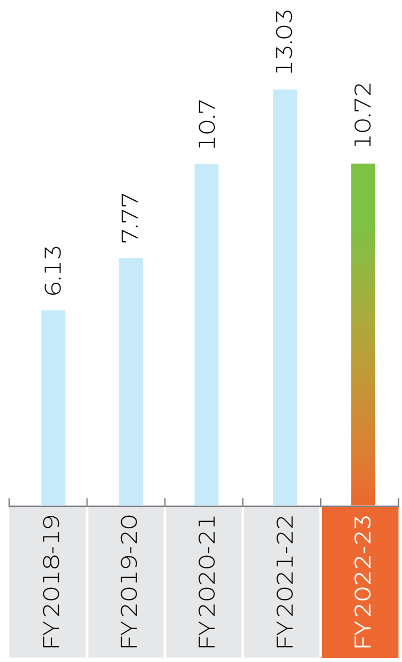
Net Profit

(₹ Lakhs)



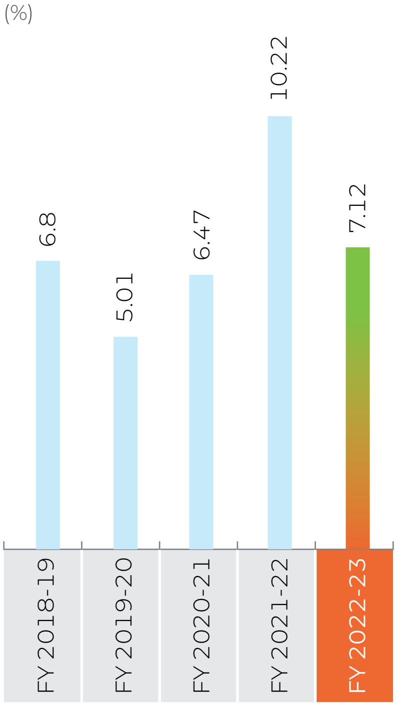
EBITDA Margins

(%)



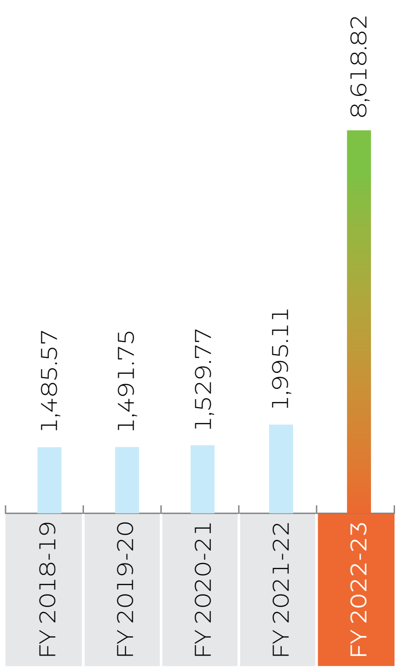
PAT Margins

(%)



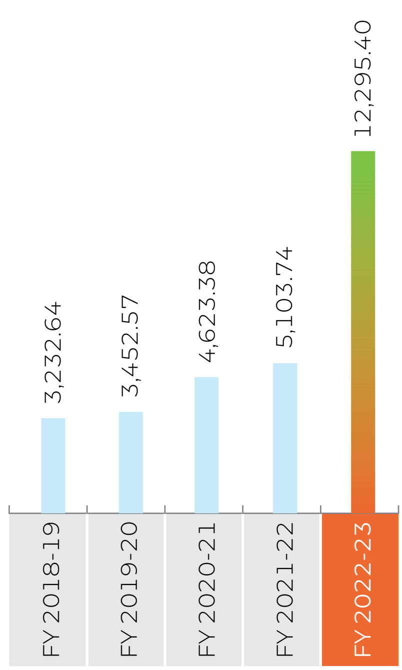
Net Fixed Assets

(₹ Lakhs)



Cash Profit

(₹ Lakhs)



Digital Infrastructure

Digital Infrastructure: Accelerating the Journey of Digital Transformation

Digital transformation is paramount in today's rapidly evolving business landscape. With a series of proactive measures and focus on embracing state-of-the-art digital technologies, we are swiftly refining our processes, enhancing core offerings and driving enduring growth. Our efforts point out towards the singular objective of evolving into a digitally agile and robust organisation, equipped to adeptly navigate the complexities of the modern business environment.

Enhancing Digital Readiness With Leadership and Innovation

Embracing digital transformation goes beyond the implementation of new technologies; it necessitates cultural and behavioural changes within the organisation. Taking cognisance of this, we shifted our approach from simply integrating digitisation across all aspects of our business to enabling a change in our leaders' mindset. With a vision to create a profound and positive impact on our people, processes and overall business, the leadership team is deeply involved in the digitisation journey. Ensuring 100% compliance with the Business Software Alliance (BSA) marked a significant milestone in this course. By instituting a thought process that prioritises compliance, cyber security to promote the use of only licensed software and drive digitisation within the organisation.

The power of technology is being primarily focussed to explore digital marketing avenues and engage with our customers more effectively. Digitalisation is also being embraced as an effective tool to improve efficiency and productivity across our internal processes. Other than adopting advanced digital technologies, emphasis is also being placed on leveraging them to actively evaluate and re-engineer workflows and processes.

We firmly believe that organisations that utilise digitisation will consistently enjoy a better cost advantage and experience higher profitability, thus creating sustained value for the stakeholders and envision to fully embrace its potential to fuel our growth, better serve our customers, and stay at the forefront of our industry.

Implementation of Digital Transformation Across Business Segments:

Refrigerant Gas

FY 2022-23 witnessed significant leaps in our digitisation efforts, marking a remarkable progress. We have implemented a bespoke Sales Force Automation solution. As we approach the next accounting year, we envision a comprehensive digitised order booking and delivery management system, employing the First-In-First-Out (FIFO) method, tailor-made for our Refrigerant gas team. We firmly believe that the transformative solution will not only free more time for our sales force to forge an extensive network but will also fortify our distribution and back-end teams, fostering greater resilience and ensuring seamless deliveries. Besides, it will also be instrumental in addressing the concerns of our distribution partners by enhancing visibility and accuracy of sales pipeline. The system is expected to be launched in FY 2023-24, with substantial efficiency gains of 20-30%.

Ash & Coal Handling

During the year, GPS trackers and fuel sensors were successfully installed for 300+ (approximately) fleet of self-owned and contracted trucks, with the objective of optimising their utilisation through consistent planning, monitoring, and management. We are currently tracking two-dimensional data and expect higher telematics utilisation to drive better efficiencies across the value spectrum in the future.

Though OEM-supplied sensors were initially deployed for data collection, they later recorded gaps on account of basic algorithmic computation and were identified as inaccurate. Usage of innovative, state-of-the-art IoT devices, which facilitates various other dimensions of data gathering, were therefore explored. Consequently, pilot trials to evaluate and assess the most impactful solutions to drive efficiency gains were initiated and aim to implement cutting-edge digital solutions across the ash and coal handling division by FY 2023-24. The solutions intend to, monitor and track ash build-up in silos and dykes, with real-time visual imaging systems using drones, and calibrate the hastening or descaling trip scheduling to ensure smooth deliveries to our customers and vendors.

Power Trading

Leading power traders hold a dominant share in the power trading market, collectively accounting for over 70% of the market share. The presence of smaller traders and brokers, who have strong regional or local connections with Small and Medium-sized Enterprises (SMEs), comprised the rest of the 30% of the industry. We have embarked on a journey of automating our salesforce solutions for the Power Trading platform which has only a limited number of licensed operators in the country; Refex is the licensed operator.

Snapshot of Digital Transformation

PERFORMANCE APPLICATION	GAS	COAL & ASH	HR	IT	CS	CF	F&A	ADMIN	CC	LEGAL	
Enterprise Resource Plan											ENTERPRISE APPLICATIONS
Customer Relationship	Implemented	Implemented									ENTERPRISE APPLICATIONS
Salesforce Automation											ENTERPRISE APPLICATIONS
Finance Ledger	Implemented	Implemented	Implemented				Implemented				ENTERPRISE APPLICATIONS
Industry-Specific Application	Implemented	Future Implementation	Implemented	Implemented	Implemented	Future Implementation	Future Implementation	In Progress	Future Implementation	Implemented	ENTERPRISE APPLICATIONS
Email Service	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	STANDALONE TOOLS
Cloud Collaboration	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	STANDALONE TOOLS
Document Sharing	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	Implemented	STANDALONE TOOLS
Dashboarding & Reporting	Implemented	Implemented	Implemented	Implemented	Implemented	Future Implementation	Future Implementation	In Progress	Future Implementation	Implemented	ANALYTICS ENGINE
Robotics	Future Implementation	Future Implementation	Implemented	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	ANALYTICS ENGINE
Automation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	Future Implementation	In Progress	ANALYTICS ENGINE

Implemented | In Progress | Future Implementation

HR - Human Resources | IT - Information Technology | CS - Corporate Secretarial | CF - Corporate Finance | F&A - Finance & Accounting | CC - Corporate Communication

ESG

Embedding Sustainable Practices

As a responsible corporate citizen, we are committed to minimising our environmental footprints and promoting sustainable practices. By integrating Environment, Social, and Governance (ESG) principles into our operations, we identify and harness opportunities to enhance efficiencies, manage risks, and drive innovation, while ensuring long-term value creation for stakeholders.

Environmental, social, and governance (ESG) issues are critical considerations for us, influencing the way we conduct ourselves and do business. Recognising the global challenges, including climate change, resource depletion, 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 SDG's 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. We have completed the sign-off, procedure, and process settings for all our ESG policies, ensuring that they align with our sustainability objectives.

To effectively assess our ESG performance, we have deployed a comprehensive group-wide data collection and analysis process. It allows us to gather relevant ESG data across various business units and operations to measure the performance of our sustainability initiatives 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, and optimise resource allocation, thereby diminishing our carbon emissions. By consciously embracing and integrating eco-friendly technologies across our operations, we embed greater sustainability into our businesses and create a better planet for the future generations.

Key Initiatives

Energy Conservation

As a part of our commitment to clean energy transition, we are becoming increasingly reliant on renewable energy sources for conducting our business operations. By 2024, our Refrigerant Plant is expected to operate solely on renewable energy and mark a significant milestone in our sustainability journey.

1,719 MT of CO_2

Scope 1 emissions

124.8 MT of CO_2

Scope 2 emissions

Waste Management & Material Circularity

Coal ash generated by thermal power plants bears serious risks of environmental hazards. Mitigating this through our specialisation in eco-friendly management and disposal of fly 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 and optimises recycling efforts, resulting in a significant reduction in the amount of waste sent for disposal to landfills.

Ecosystem Restoration and 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” where we have pledged to plant and nurture 1,00,000 saplings over the next few years.

Water Stewardship

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. By reducing freshwater demand and with the judicious use of water resources, we aim to achieve water positivity by 2035.

9.109 MT

Waste recycled

Social

Building an Inclusive Workplace

As a people-first organisation, we nurture an open and inclusive work environment, conducive to personal and professional growth of our employees across all roles and diverse business functions. Consistent investments in employee development programmes, capacity-building initiatives and workforce diversity enables us to continually drive heightened employee engagement and experience elevated performance at all levels within the organisation.

By creating an environment that supports employee aspirations, values talent, provides customised learning and development, and offers adequate avenues for professional growth, we empower our people to discover, unleash and capitalise on their true potential, during their tenure with us and beyond. Evident through our employee-centric policies and programmes, we strive to build a centre of excellence, where employees can collaborate, innovate, thrive and excel. Other than benefiting the employees, such policies and initiatives also result in increased performance and productivity, strengthening the organisation's overall skill set and competitiveness.

Employees during FY 2022-23

220
Total Employees

46
Women Employees

198
Permanent Employees

Employee Benefit Programmes

Employee Stock Option Plan (ESOP)

Refexians, who meet the eligibility criteria, are granted the opportunity to participate in the Company's Employee Stock Option Plan (ESOP). The plan has been carefully designed to serve as a retention strategy and reward employees based on their performance. It adopts fair and transparent processes and practices and has benefited several team members during the year.

Spearheaded by the Managing Director, the initiative aims to acknowledge the hard work and dedication of every employee, regardless of their designation. Unlike many organisations that restrict ESOPs to specific ranks and above, our decision to extend this unique opportunity to all employees, including drivers and general managers, is worthy of notice. The approach showcases our commitment to inclusive development and values the contribution made by every individual within the organisation.

Health Insurance

With the objective to provide enhanced and comprehensive health coverage, the upper limit of health insurance benefits extended to our employees has been recently doubled to ₹ 10 Lakhs (for family coverage). Enhanced protection and better coverage for both employees and their families strongly reflects our care and commitment towards them.

Mental Wellness

Heightened stress in our daily lives is the leading cause of escalating mental health issues among individuals across all age groups and diverse walks of life. Cognisant of this, we undertake proactive initiatives to ensure the mental well-being of our employees. This includes easy access to free mental support and counselling by a mental health expert, in collaboration with the 'Vamika' group. Additionally, the expert conducts monthly webinars on specific mental health topics to reinforce the importance of mental health and eliminate the stigma associated with seeking help. With an average attendance of 100 employees, these sessions have been well-received. Our constant endeavour is to create an environment where Refexians feel safe and comfortable in seeking mental health support.

Moving ahead, we aim to provide a dedicated resting room for employees, launch a one-on-one mentorship programme, and organise webinars on financial planning and learning programmes for continuous growth and development. Together, these initiatives will further our vision of creating a supportive and holistic work environment that values and supports employee well-being on a physical, mental, emotional, personal and professional level.

Eye Camp

An eye camp was organised for our employees at our office in Chennai and factory in Thiruporur. The initiative involved a comprehensive eye check-up for employees, in collaboration with a team of eye specialists from Dr. Agarwal's Eye Hospital, followed by recommendations, as required.

Wellness Work From Home: Exclusive for Women Refexians

A "Wellness Work from Home" policy, that allows women to avail up to two days of remote work during their menstrual cycle each month, was introduced within the organisation. It aims to prioritise health and comfort of female employees and build a workplace that harbours their specific needs and fosters inclusion. The initiative was proposed and sensitised by women at 'Vamika' and garnered prompt approval from the management.

Celebrations at Refex: Fostering Employee Engagement

20th Anniversary Celebrations

The year marked the 20th anniversary of Refex Group, which was commemorated with a special celebration, outpouring tremendous energy and enthusiasm. The evening filled with delight as the attendees experienced and indulged in a variety of entertainment activities, prestigious award distribution, engaging games, music, food, dance, and the joyous reunion of colleagues from various locations. Refexians actively contributed to the cultural event and showcased their talent through energetic dance and music performances, stimulating an atmosphere filled with festivities and cheer.

Blood Donation Camp

To commemorate our company anniversary and our MD's birthday, a blood donation drive was also conducted on this day, marking successful collection of 50 units of blood. This act of kindness made the occasion even more meaningful, fostering a sense of giving back to the community.

Participation in Freshworks Marathon

More than 30 enthusiastic Refexians wholeheartedly participated in the Freshworks Marathon, including many who were running for the first time. Their dedication and perseverance were a sight to behold, as they pushed themselves to cross the finish line within impressive timelines.

Women Empowerment

Vamika: Exclusive Forum for Women

Fostering a diverse and inclusive culture is a core belief at Refex Industries Limited. Currently, approximately 13% 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.

Besides mental wellness, the significance of physical wellness and staying physically active was also emphasised on through a powerful session conducted by a member of the leadership team. Under it, a handful of simple but effective workouts that could be carried out at workplace as well as at home were effectively taught. Other than this, 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. Plans to provide women with space for a resting room, launch one-on-one mentorship programme, host webinars on financial planning, and conduct learning programmes in the upcoming fiscal year are also underway.

International Women's Day Celebration

The International Women's Day was celebrated for two successive days and was marked by various events. One amongst them featured an eminent guest - Dr. Rukmini, a renowned gynaecologist, who shared valuable medical insights on women's reproductive health and overall well-being, empowering them to prioritise their health.

Ms. Shanthakumari, a trailblazing psychiatric nurse, honoured us as another esteemed guest during the celebrations. Captivating the audience with her personal journey, she inspired aspiring women at Refex Industries Limited to get past their obstacles and pursue their dreams. Her story ignited a sense of empowerment and served as a beacon of hope for all.

Further, Dr. Mini Rao, an expert in mental health, engaged with our employees in an open house discussion, addressing questions and concerns related to mental well-being. Her relatable anecdotes provided valuable insights, promoting a culture of understanding and support within the workplace.

To enhance employee engagement, a photography contest was organised on the occasion, inviting employees to showcase their talent. Prizes were awarded to the winners, fostering creativity and encouraging participation. A special lunch from 'SpiceKlub', a fine-dining restaurant, was also arranged for the female employees. Reinforcing our commitment to empower women and build an inclusive environment, the events sparked a delightful experience and facilitated networking among women from various departments and diverse backgrounds.

Empowering our Communities

Building a high social value and ensuring a positive impact within our communities is ingrained in every aspect of how we do business. Our Corporate Social Responsibility (CSR) initiatives are thoughtfully implemented with utmost transparency and accountability, reflecting our commitment to responsible and ethical business practices. Through meaningful interventions in the core areas of education, healthcare, and community development, we continually aspire to create equal opportunities for the underprivileged and promote their well-being.

Major initiatives

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”

Water and Sanitation

We have planned to provide potable water through the “Swachh Jal” programme to ensure continuous water supply to the village where our gas refilling plant is located

Child Education and Skill Training

Donated refurbished laptops and facilitated computer literacy sessions for the local school children

Primary Healthcare

Provided financial assistance to Aarohi Blood Centre, Hyderabad to cater to the needs of patients suffering from Thalassaemia, Leukaemia, and other ailments

Other initiatives

- Donated a drone sprayer to the Public Health Vector Control Department of Greater Chennai Corporation to support fight against malaria
- Community outreach programme – Celebrated ‘Joy of Giving’ month (Christmas) and distributed groceries, clothes, toys, and stationeries to an orphanage

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 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.

Committees

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

Board Composition

As on March 31, 2023, more than 50 percent of the Board comprised of Non-Executive Directors. Of the 6 Directors, out of which 3 are Non-Executive Independent Directors, 2 are Non-Executive Directors and 1 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

Mr. Anil Jain

Chairman and Managing Director

Mr. Anil Jain is a first-generation entrepreneur and a well-known industrialist, investor, and philanthropist. Over 20 years, he has diversified the business into multiple units with the purpose of creating sustainable solutions and providing environment-friendly energy alternatives in India. He is the mastermind behind an Incubation Centre in Chennai which supports budding entrepreneurs, and also mentors several other startups.

Anil currently serves as the President of the JITO Administrative Training Foundation (JATF). Previously, he served as the Secretary General of Jain International Trade Organization (JITO) and played an instrumental role in establishing its angel investment & incubation centre. He has been conferred several awards for his contribution to the business fraternity and management excellence.

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. Krishnan Ramanathan

Independent Director

Mr. Krishnan Ramanathan is an Advocate, Member of the Bar Council, Tamil Nadu. After earning a Bachelor's in Law degree in 1990 from the University of Madras, he practiced as an advocate till 1999 and as the Judicial Magistrate for Chennai, Madurai, Tiruvallur, Arcot, etc., handling criminal cases, till 2011. Thereafter, he assumed the role of a Senior Civil Judge in the capacity of an assistant Sessions Judge, handling cases related to Tax; served as a Joint Secretary to the Tamil Nadu Law Department; became the District Judge/Sessions Judge in Poonamallee court for handling criminal offences; and served as an additional district and sessions Judge in Chengalpet.

Retired in 2021, he continues to practice as an advocate. His decades of experience in legal practice have won him several accolades and deep admiration and respect from the legal fraternity.

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.

Awards & Accolades

REFEX NAMED AS A

GOLD STEVIE AWARDS WINNER

in the

CONGLOMERATES CATEGORY

(Medium Size)

ANIL JAIN ANNOUNCED AS A

BRONZE STEVIE AWARD WINNER

for the

'BEST ENTREPRENEUR OF THE YEAR'

in the

CONGLOMERATES CATEGORY

(Medium Size)

REFEX HAS BEEN AWARDED

INDIA'S BEST COMPANY OF THE YEAR, 2022

by

BERKSHIRE MEDIA LLC, USA

REFEX CERTIFIED AS A

'GREAT PLACE TO WORK'

by

GPTW IN MARCH 2023

Corporate Information

Board of Directors & KMPs:

Mr. Anil Jain
Chairman and Managing Director

Mr. Dinesh Kumar Agarwal
Non-Executive Director

Ms. Susmitha Siripurapu
Non-Executive Director

Mr. Ramesh Dugar
Independent Director

Mr. Sivaramakrishnan Vasudevan
Independent Director

Mr. Krishnan Ramanathan
Independent Director

Ms. Uthayakumar Lalitha
Chief Financial Officer

Ms. Gowri Vallabhan Divya
Company Secretary & Compliance Officer

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. Manish Bhurat
Melpadi Naicken Street,
Nungambakkam,
Chennai – 600 034

Cost Auditor:

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

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

Website: www.refex.co.in

CIN, Registered & Corporate Office:

CIN: L45200TN2002PLC049601
Ground Floor, Bascon Futura IT Park,
New No. 10/2, Old No. 56L,
Venkat Narayana Road, T Nagar,
Chennai – 600 017
Tamil Nadu, India

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

Registrar and Share Transfer Agent:

CAMEO CORPORATE SERVICES LIMITED
Subramanian Building, No.1,
Club House Road,
Chennai – 600 002, Tamil Nadu.

Phone: 044-40020710
Email: investor@cameoindia.com

Stock Code:

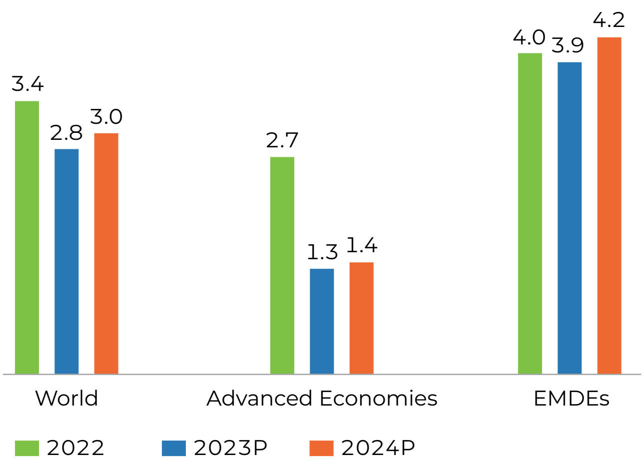
BSE: 532884; NSE: REFEX;
ISIN Code: INE056I01017

Management Discussion & Analysis

Global Economy

The global economy gradually recovered from the COVID-19 pandemic and geopolitical tensions caused by Russia-Ukraine conflict by mid-2022. As a result of pent-up demand, supply disruptions, and rising commodity prices, inflation in a number of economies reached multidecade highs during the year. In an effort to return inflation to target levels, central banks aggressively tightened monetary policies across major economies around the world. Such stringent measures are expected to result in moderate global economic growth over the medium term. As a result of elevated inflation, higher interest rates, decreased investment, and supply chain disruptions resulting from Russia's invasion of Ukraine, the global economy is experiencing a significant slowdown in growth. In 2023 and 2024, the global economy has been projected to grow by 2.8% and 3.0%, respectively, compared to the 3.4% growth registered in 2022.

World GDP growth (% YoY)



Source: International Monetary Fund (IMF) April 2023 report

According to the Second Advance Estimates Report from the National Statistical Office, India's GDP has been estimated to witness a growth of 7.2% YoY (Year-over-Year) in FY 2022-23, making it the fastest growing economy in the world.

Through the end of 2022, developed nations' labour markets exhibited high resilience due to historically low unemployment rates. In 2023 and 2024, the advanced economies are projected to experience a GDP growth rate of 1.3% and 1.4%, respectively, compared to 2.7% in 2022. The impact of the most recent liquidity issues following a string of global bank crises appears to have been contained by the swift intervention of central banks. Despite the ongoing Russia-Ukraine conflict, there are signs that the global macroeconomy is stabilising and could contribute to increasing growth momentum in 2024.

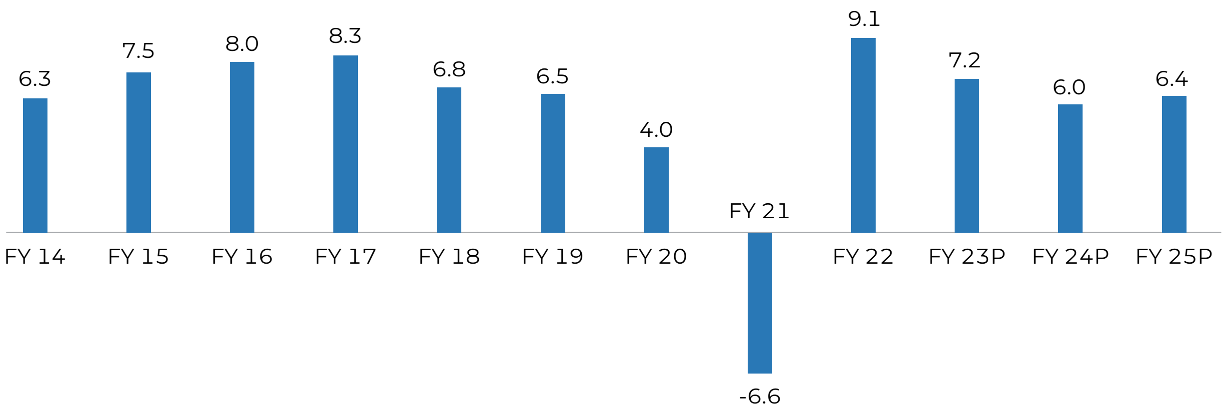
The emerging markets and developing economies have better economic prospects as compared to developed economies; however, growth will vary greatly across regions. China's reopening in 2022 and sustained global financial conditions have contributed to the promising start of emerging markets in 2023. The emerging markets are expected to register growth of 3.9% in 2023 and 4.2% in 2024, as compared to the 4.0% recorded in 2022. Going forward, the remarkable regional growth and strong economic development in India, China, and other ASEAN countries are expected to help emerging markets outperform global markets.

Indian Economy

India has emerged as a major global economy over the last decade, due to the government's efforts to encourage balanced growth and equitable development. India has been recognised internationally for major reforms like demonetisation, export growth, infrastructure improvement, manufacturing growth, free trade agreements, energy security, ease of business and trade, and fiscal deficit reduction.

According to the Second Advance Estimates Report from the National Statistical Office, India's GDP has been estimated to witness a growth of 7.2% YoY (Year-over-Year) in FY 2022-23, making it the fastest growing economy in the world. Due to the consistent growth in the agriculture and services sectors, the Indian economy has remained resilient in the face of global uncertainty. Recent outperformance of India's economy, its enormous and increasing population, and its rapid ascent as a manufacturing alternative to China have all attracted the interest of global investors. During FY 2022-23, international exports of products and services reached all-time highs, with robust demand for Indian services fuelling the country's economic growth.

Indian GDP Growth (%)



Source: NSO's Second Advance Estimates dated 31st May, 2023
RBI SPF report as on 8th June 2023
P - Projected

India's economic growth has moderated under the weight of high inflation and monetary policy tightening. The SPF (Survey of Professional Forecasters) report by the RBI has projected real GDP growth of 6.0% for FY 2023-24 and 6.4% for FY 2024-25.

Moreover, it is anticipated that the Union Budget's emphasis on capital expenditure will stimulate private investment in the infrastructure sector, increase employment creation as well as overall consumer demand, and thereby boost India's growth potential. The budget would also provide a push for the green energy sector as the country strives to accelerate decarbonisation and promote sustainable energy. A budget of ₹ 19,700 Crores has been allocated to the National Green Hydrogen Mission to facilitate the transition from fossil fuels to renewable energy. By 2030, it is anticipated that the country's carbon intensity will have decreased by less than 45%. Additionally, the government intends to achieve net-zero carbon emissions by 2070.

Industry Overview

Refrigerant Gases

The global refrigerant industry plays a pivotal role in refrigeration and cooling technologies. Refrigerants are essential substances used in various cooling systems, such as air conditioners, refrigerators, freezers, heat pumps, and industrial refrigeration equipment. The regulations and technologies in the refrigerant industry change rapidly due to environmental concerns and international agreements to phase out high-GWP (Global Warming Potential) refrigerants. According to the Montreal Protocol, India must completely phase out HCFCs (Hydrochlorofluorocarbons) by 2030 and begin phasing down HFCs (Hydrofluorocarbons) by 2028. To replace the GWP refrigerants, many alternatives have been proposed. The new unsaturated fluorochemicals, referred to as hydrofluoroolefins (HFOs), particularly R1234yf, R1234ze, and R1233zd, have been among the most prominent refrigerants since their GWP levels are extremely low. Ammonia has been widely used as a natural refrigerant with excellent thermodynamic properties and zero GWP and ODP (Ozone Depletion Potential) and is commonly used in industrial refrigeration systems, cold storage, and large-scale air conditioning applications.

Performance of the Industry

Refrigerants are vital elements prominently used in the HVAC industry to facilitate air conditioning and refrigeration processes. The use of environmentally friendly alternatives, such as hydrofluorocarbons (HFCs) and ammonia with lower global warming potential, has gained traction in the HVAC industry, consisting of mobile air conditioners, room air conditioners, variable refrigerant flow (VRF), packaged direct expansion (DX), small refrigeration, and foam blowing agent sectors. Refrigerants such as R32, R134a, R290, R410a, and R290 are commonly used in the room air conditioning sector, the industrial cooling sector, and the mobile cooling sector, which includes public and private automobiles, jeeps, buses, and taxis.

The global HVAC systems market was valued at USD 136.3 billion in 2022. The residential segment dominated the HVAC systems market and accounted for the largest revenue share at 39.9%. A rise in the number of multifamily and single-family housing has been creating opportunities for the residential HVAC market. Across the globe, Asia-Pacific dominated the HVAC systems market with a 46.3% revenue share. The global HVAC market and the Indian HVAC market are intertwined due to shared trends, regulations, technological advancements, and consumer preferences. The HVAC market in India has witnessed a CAGR of 9.16% in 2022. During the next decade, the Indian automotive industry will likely experience a greater penetration of electric vehicles, which will also drive the demand for refrigerants in the country.

Opportunities and Challenges of the Indian Refrigerant Industry

Refrigerants are widely used in the automotive industry as well as in residential, commercial, and industrial applications. A considerable rise in the commercial sector, mainly in the construction of numerous offices, shopping malls, and other infrastructures, has been witnessed around the world. These structures have a higher use of HVAC equipment. Since refrigerant is a crucial component of HVAC systems, the rapid expansion of the commercial sector drives the expansion of the refrigerant market. Besides, urbanisation and lifestyle improvements have also resulted in high demand for air conditioners, which further enhances the growth of the refrigerant market. Moreover, global warming has led to rising temperatures all over the world, thus fuelling demand for cooling and aiding in the growth of HVAC and refrigerant systems.

The refrigerant industry however faces several challenges, particularly related to environmental concerns, regulations, and technological advancements. Complex chemistry, high capex, highly focussed R&D, and meeting regulatory compliances in a stringent environment also pose threats to the refrigerant products. The Indian government had also imposed anti-dumping duties on imports of certain refrigerants, resulting in a significant price variance and thereby catapulted the entire refrigerant industry. Recent increases in the illegal blending of cheaper and unsafe refrigerants have posed obstacles to the development of genuine and safe refrigerant products in the country.

Future Outlook

The Indian HVAC industry's evolution is not only driven by environmental concerns but also by the need for energy-efficient solutions. With the government's initiatives to promote sustainable practices and reduce greenhouse gas emissions, there's an increasing focus on adopting energy-efficient refrigerants in the HVAC systems that utilise modern refrigerants. The HVAC systems market in India is anticipated to increase by USD 2.77 billion between 2022 and 2026, at a CAGR of 9.97%, according to the research and markets report. The refrigerant gas market is shifting towards the development of safe technologies and processes for controlling systems, which will continue to create newer refrigerant options with considerably lower GWP than those already in use.

Coal

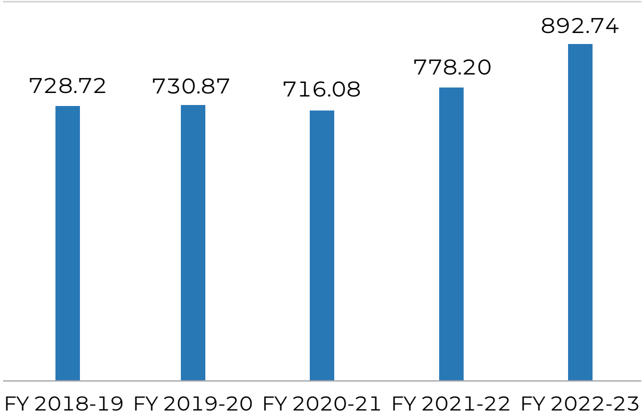
Coal has been India's most important and abundant fossil fuel. Thermal power generation has contributed significantly to the increase in the country's power capacity. The power consumption in India has been predicted to rise as a result of the country's growing population, expanding economy, and desire for a better quality of life. Coal will continue to play an important role in India's energy scenario due to environmental limits on hydroelectric projects and geopolitical perceptions of nuclear power.

Performance of Coal Industry

Coal is primarily used to support the sectors of power generation, steel production, and cement manufacturing.

India's coal production reached an all-time high of 892.74 million metric tonnes (MMT) in FY 2022-23 on a provisional basis, aided by Coal India's (CIL) record production as well as captive and commercial mines. Coal production growth was recorded at 14.72% on a YoY basis. The rising demand for power and industrial activity has resulted in an increase in coal consumption, which, in turn, has encouraged growth in coal production to meet the energy needs of industries and the general population. Since 2007, India's coal consumption has doubled at an annual growth rate of 6%, and it will continue to be the growth engine of global coal demand. Coal demand for FY 2022-23 was 1,087 MMT as compared to 1,027.92 MMT recorded in FY 2021-22.

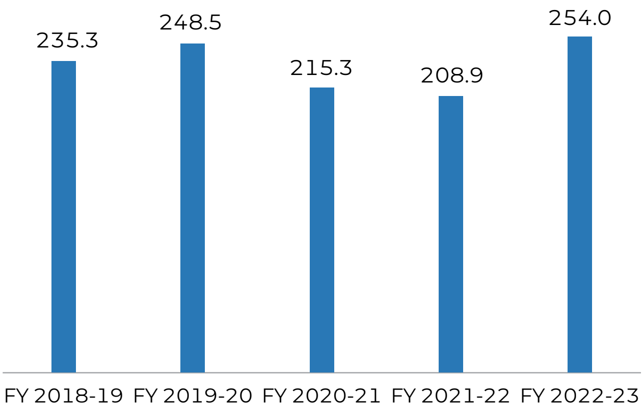
Coal Production (MMT)



Source: Ministry of Coal

In FY 2022-23, India's coal imports increased by 22% on an annual basis, following three years of consistent decline. Along with the increase in domestic coal production in the last five years, there has also been an increase in the import of coal in huge quantum. In FY 2022-23, coal imports increased to 254 MMT, compared to 208.9 MMT in FY 2021-22.

Total Coal Import Trends (MMT)



Source: Ministry of Coal

Opportunities and Challenges of the Coal Industry

The coal industry faces increasing environmental concerns due to greenhouse gas emissions and air pollution, which have resulted in regulatory pressures and a transition towards cleaner energy sources. The economic viability of coal has been impeded by competition from cheaper natural gas and the expanding adoption of renewable energy technologies. Financial constraints and declining coal consumption have additional adverse impacts on the industry, causing mine closures and job losses in coal-dependent regions. However, there are opportunities to mitigate emissions through the development of cleaner coal technologies such as carbon capture and storage (CCS). In addition, assisting affected communities during the transition and investigating new markets for coal products could provide potential avenues for the industry's long-term viability.

Future Outlook

The Coal Ministry has devised a strategy to increase domestic coal production and reduce reliance on imports of substitutable coal. The ministry aims to produce 1,012 MMT of coal in FY 2023-24. Despite strong domestic coal production, India continues to import coal due to factors such as high demand, specific coal quality requirements for certain industries, supply chain constraints, and the need to balance energy mix and environmental considerations. Imports too are predicted to rise in FY 2023-24, as electricity consumption has been expected to rise by significantly in the coming months due to increased power demand. The peak demand for electricity has been expected to increase to 229 GW (Giga watts) by June 2023, compared to 215 GW in June of last year.

As a result of the privatisation of the coal mining industry, additional business opportunities have also been expected to be created as a result of increased efficiency, investment, and technology. As of May 3, 2023, 133 coal mines with a peak-rated capacity of 515 MMT have been awarded to private companies since 2015, and 27 of these mines have already begun production.

Ash

Presently, coal and lignite-based power generating stations contribute more than 69% of the total electricity generation in the country. Ash is produced when coal is burnt in thermal power plants, which is extremely hazardous to the environment if discharged into the atmosphere as is. Consequently, the Central and State Governments have collaboratively instituted a comprehensive framework that necessitates the proper disposal of ash from power plants. This includes the efficient transportation of Fly ash from silos within the plants to designated disposal sites, facilitated by a combination of trucks, bulkers, and rail rakes. In wet disposal, ash is transported as a slurry known as "pond ash" through a conduit, and disposed at an embankment (dyke) which is further disposed at appropriate disposal site as per the standard norms. This well-coordinated approach ensures the responsible management of ash, promoting both environmental sustainability and adherence to regulations. Moreover, stringent penalties have been put in place to deter any lapses in adherence to these protocols, underlining the commitment to maintaining a clean and eco-friendly energy production process.

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The average ash content of domestically produced coal ranges from 30% to 60%, whereas the average ash content of imported coal ranges from 2% to 20%. As a result, thermal power plants that use domestic coal/lignite generate a substantial quantity of ash. The ash collected in the thermal power plants has to be disposed of in an environmentally friendly manner. The states of Chhattisgarh, Odisha, Madhya Pradesh and Maharashtra account for the highest amount of ash production and disposal in the country.

According to the CEA (Central Electricity Authority of India), ash utilisation has increased from approximately 6.64 MMT in FY 1996-97 to 259.86 MMT in FY 2021-22, and approximately 96% of ash was utilised in FY 2021-22, compared to just 10% in FY 1996-97. In order for thermal power plants to utilise 100% of the ash, more efforts are required to identify environment-friendly disposal options. Ash is used in the manufacturing of cement blocks, bricks, tiles, ready mix concrete. The cement industry uses most of the ash, at 24.04% of the total, followed by the brick and tile industry at 7.37%. Ash can also be used in road construction, dams and embankment and 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 as of April 2021.

Changes in Policy

The central government has introduced 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, and mandating 100% utilisation of ash in an environmentally friendly manner. The central government formulated a new rule requiring thermal power plants to utilise 100% of their ash within three to five years.

Opportunities and Challenges of the Ash Industry

The ash industry offers opportunities for sustainable practises and resource conservation by utilising ash as a useful commodity in the construction, cement, and agriculture sectors. In addition, technological advancements allow for novel applications of ash, thereby expanding its market potential. Ash is being used to enhance concrete, boost soil fertility, replace traditional bricks, fortify roads, treat wastewater, bolster ceramics production, aid land reclamation, create synthetic aggregates, form environmental barriers, and contribute to artificial reef ecosystems. Moreover, ash is being utilised in National Highways Authority of India (NHAI) initiatives, such as the Bharat Mala Pariyojana, to enhance road construction sustainability and durability. However, challenges include addressing environmental concerns and ensuring the safe disposal of ash to prevent contamination risks. The industry has been expected to navigate stringent regulations, develop consumer confidence in ash-based products, and diversify its application portfolio in order to compete with alternative materials.

Future Outlook

With a growing number of coal-fired power plants and industrial facilities, there is an increasing demand for effective and environmentally responsible ash handling solutions. As the Indian government emphasises cleaner energy practices and stricter environmental regulations, companies in the coal ash handling sector have opportunities to offer innovative technologies and services for efficient ash disposal and utilisation, fostering sustainable growth in the industry. According to the Mission Energy Foundation 2022 report, the annual ash production in 2030 will be approximately 437 MMT, up from 271 MMT in FY 2021–22. The overall ash utilisation will increase to 310 MMT by 2030 from 260 MMT in FY 2021–22, with cement's proportion in the utilisation of ash increasing from 25% to 35% by 2030.

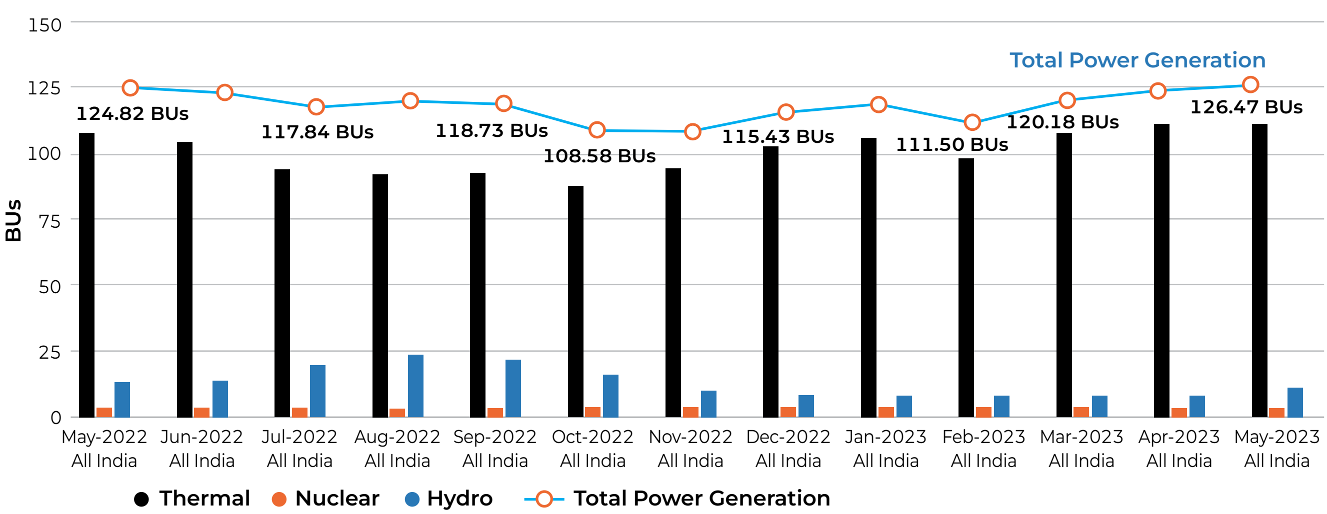
Power

Power trading plays a crucial role in maintaining a stable and efficient electricity supply and driving innovation in the energy sector. It helps balance supply and demand, supports the integration of renewable energy sources, and contributes to a more sustainable and reliable power system. Power trading is intricately connected to power generation, transmission, and distribution, as it encompasses the exchange of electricity among the distinct components of the electricity supply chain through buying and selling activities.

Power Generation

Power generation is the process of converting various energy sources such as coal, natural gas, nuclear, hydro, wind, solar, etc. into electricity. The power generation in India stood at 120.08 BU (Billion Units) in March 2023, as compared to 123.92 BU recorded in March 2022. The thermal power generation has been the highest power generating segment all over the country, according to the CEA data. In March 2023, thermal power generation accounted for 108.3 BU, nuclear power generation accounted for 4.02 BU, and hydropower accounted for 7.73 BU.

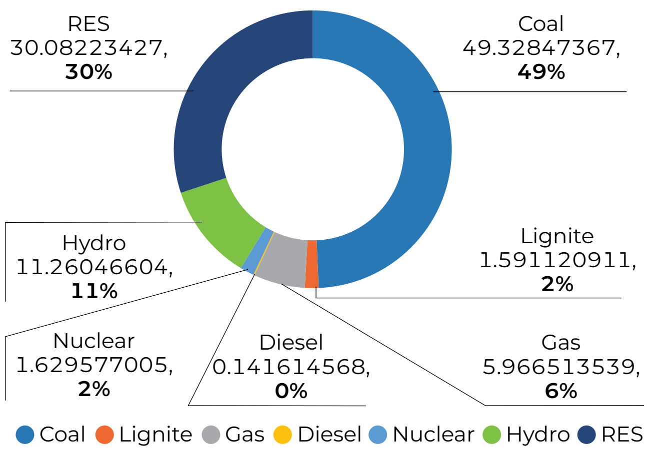
All India Power Generation (in Billion Units)



Source: CEA

According to CEA, as on March 31, 2023, the total installed capacity for power generation stood at 4,16,059 MW (megawatt). As of March 31, 2023, fossil fuels accounted for 57.0% of the total power generated, while RES (renewable energy sources) accounted for 30.1% and nuclear power accounted for 1.6%. The private sector in India's power industry generated 36% of the nation's thermal power, while the States and the Central government generated 32% and 32%, respectively, for the same period.

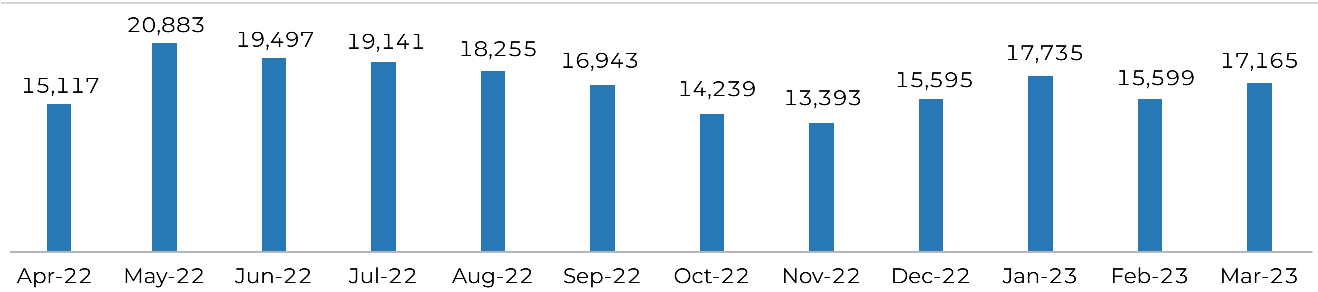
Installed capacity



Source: CEA

The renewable energy generation stood at 17,164.72 MU (million units) as of March 2023. In March 2023, wind power generation accounted for 4,141.1 MU, solar power for 10,244.3 MU, Biomass for 287.9 MU, Bagasse for 1683.7 MU, Small Hydro for 578.32 MU, and others for 229.41 MU.

Renewable Energy Power Generation (Million Units)



Source: CEA

Power Transmission

Power transmission entails the long-distance transport of electricity from power generation facilities to various delivery locations across various regions. In recent years, India's transmission network has expanded consistently to support the energy transition to renewable energy. As of February 28, 2023, the Indian transmission network consists of 4,68,977 circuit kilometres (ckm) of transmission lines (220kV and above) and 11,58,875 MVA (Mega Volt Amp) of transformation capacity in substations (220kV and above). India has a robust National Grid that enables the reliable and secure transfer of power from resource-rich regions to the country's major load centres. It would aid in transmitting power from surplus regions or states to deficit regions or states. National Grid's capacity is being continuously expanded to keep pace with the increase in electricity generation and demand. The National Grid's inter-regional power transmission capacity stood at 1,12,250 MW as on February 28, 2023.

Power Distribution

Power distribution involves the delivery of electricity from the power grid to end-users, including residential, commercial, and industrial consumers. The fundamental principle of India's power industry has been to provide universal, sustainable access to affordable electricity. Establishing a single national grid, fortifying the distribution network, and achieving universal household electrification have been significant efforts made by the Ministry of Power over the past few years to transform a country with an energy deficit into one with a surplus. In recent years, India's transmission network has expanded consistently to support the transition to renewable energy. Around 18,374 villages were electrified under the DDUGJY (Deendayal Upadhyaya Gram Jyoti Yojana), 2.86 Crore households were electrified under the Saubhagya programme as of February 28, 2023.

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 environmental sustainability, and also 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 2024-25, 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.

Solar Energy

India's commitment to renewable energy reflects its determined efforts to boost solar expansion and ensure universal electricity access. Solar is a crucial sector that will substantially contribute to national objective of climate control. According to the IEA (International Energy Agency), about 231 gigawatts were installed globally in 2022, increasing the cumulative PV installations to 1.2 terawatts. China's annual PV installations grew by 57% year-over-year in 2022, representing 42% of total global demand. The United States ranked second in terms of cumulative and annual installations.

Solar power generation in India increased to 10,318.7 MU in April 2023, as compared to 8,334.3 MU recorded in April 2022, according to the CEA data. Solar power comprised 62% of the total renewable power generated in April 2023, as compared to its share of 55% recorded in April 2022. The solar power market share in India has been increasing as the cost of solar energy sources decreases. Previously, the high cost and intermittent nature of solar energy prevented its widespread adoption. In addition, the Indian government has been providing tax incentives to consumers, which reduces installation costs and ultimately reduces the total cost of solar energy.

Opportunities and Challenges of the Solar Energy Industry

The growth in the sector would be stable, led by strong policy support, healthy demand prospects, and superior tariff competitiveness. Adoption of renewable energy is encouraged by reduced carbon emissions from these sources, as well as rising environmental concerns, which raised global investments in renewable energy. As a result of the increased emphasis on renewable energy sources, the country's solar energy sector is attracting more investments, which will fuel the rise of the Indian solar power market.

In FY 2022-23, the solar power segment's bidding activity slowed due to rising module prices, difficulties associated with the ALMM (Approved List of Models and Manufacturers), and the imposition of duties on imported modules. In order to satisfy the notified renewable purchase obligation (RPO) targets over the medium term, a substantial increase in bidding activity is required. The government has devised environmentally friendly solutions to address the challenges in the energy sector, particularly harnessing the immense potential of renewable energy on a large scale. The main challenges in installing solar power plants are the multiple reviews by regulatory authorities for land use in the airport operating area, the delay in the approval of DISCOMs (Distribution Companies) for grid connections, and the inability to extend the net metering system for ground-mounted solar power plants.

Future Outlook

India would secure affordable and sustainable energy to ensure high development and provide energy access to 1.4 billion people as it strives to become a USD 5 trillion economy in the near future. Renewable energy is anticipated to play a significant role in India's efforts to meet its total energy demand. India's total energy demand has been expected to reach 15,820 TWh (terawatt hours) by 2040. Moreover, ICRA anticipates India will add 16 GW of solar capacity, 2 GW of wind capacity, and 2 GW from hybrid projects in FY 2023-24.

Company Performance

Refex Industries Limited (hereafter referred to as 'Refex' or 'the Company') started its business operations in 2002. The Company has been a specialist manufacturer and re-filler of refrigerant gases in India, specialising in environmentally friendly CFC and HCFC replacements. These are generally utilised as refrigerants, foam blowing agents, and aerosol propellants. Besides, the Company also carries out coal supply, ash handling and power trading business.

Refex has gained 21 years of brand recognition and a remarkable presence in the country developed over the years on a strong foundation of integrity, professionalism, diversity, dedication, commitment, and competitiveness. Refex is committed for being an exemplary player in terms of safety, health & environmental protection, and sustainable development and has also received the ISO 9001:2015 and ISO 14001:2015 certification.

The Company continually assesses market sentiment and future prospects in order to expand its business by delivering innovative solutions and diversifying its product line. Refex has been able to deliver to all of its stakeholders with innovative solutions, and positive financial sustainability. During FY 2022-23, the Company delivered exceptional revenues recording a 267% of YoY growth.

Refex Green Mobility Limited (RGML) is a wholly-owned subsidiary of Refex Industries Limited and began operations in Bengaluru on March 31, 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.

Operational Performance

Solar and Renewables Business

The Company has entered into a long-term power-purchase agreement with NTPC Vidyut Vyapar Nigam Limited in order to satisfy the future's constant energy needs, which will be clean, environmentally friendly, and sustainable. The Company has entered into a lease agreement on land with the Rajasthan government for a 5MW solar power facility and also entered into a lease agreement with Essel Mining Limited for the operation of solar energy equipment.

Ash & Coal Handling Business

Coal Supply refers to the buying and selling of coal as a commodity in the global marketplace. The Company sources quality coal from domestic and international players and offers it at competent prices to thermal power plants. The Company's heightened business engagements translated into a substantial increase in coal trading volumes during the reviewed period. Coal trading and coal handling are two interconnected aspects of the Company, each playing a critical role in the supply chain of coal from production to consumption.

The Company is involved in Coal Handling Plant (CHP) business, which refers to a comprehensive system or facility designed to handle coal efficiently at various stages, starting from unloading coal from incoming trains or trucks to its storage, processing, and onward supply to destinations like power plants or industrial facilities for energy generation or other purposes. The CHP works involve tasks such as coal unloading, storage, crushing, conveying, and sometimes washing or beneficiation to improve its quality. Proper functioning of the CHP works is essential for seamless operations, ensuring a steady and reliable supply of coal, adhering to safety and environmental standards, and meeting the energy demands of consumers.

The thermal power plants are required to dispose ash in an effective and environment-friendly approach. Along with the coal-handling activity, the Company had also been providing services for the handling and disposal of ash. The combustion of coal produces ash, which is used to generate steam to power the turbine. This ash is constantly produced and kept in silos. This ash is a raw material used in the manufacture of Portland Pozzolana Cement (PPC). The closed bulkers transfer ash to cement plants, while the undisposed ash is stored in an ash dyke and transferred to road contractors and mine fillers. Typically, ash is obtained from the main thermal power plants in Rajasthan, Maharashtra, and Chhattisgarh. In addition, the Company offers services for locating large cement manufacturers that intend to utilise this ash to produce cement, bricks, and other products. The Company won a major tender from NTPC for the ash disposal requirements during the year under review. Moreover, the Company has added six additional thermal power plants for its ash handling business during the year, which has also been reflected in their strong growth in revenues from its ash and coal businesses.

The Company desires to be a total solution partner for the power plants instead of an aggregator. The Company utilises a partnership model as opposed to an outsourcing model for its coal and ash handling business. In FY 2022-23, Refex made a positive transition by utilising its own fleet of vehicles to transport ash from the thermal power plants, leading to substantial cost savings and heightened profit margins. The Company is poised for further growth in the coming fiscal year, with plans to expand both its client network and its fleet of vehicles, ensuring revenue maximisation and cost optimisation in FY 2023-24.

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 held a position among the top ten power traders (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. 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. Refex generated a healthy revenue during the year under review from its power trading business.

Refrigerant Gases

Refex is primarily involved in the filling of HFCs under the brand name "Refex" which are substitutes for ozone-depleting CFCs and HCFCs. The Company's re-filling facility is situated in Thiruporur, 40 kilometres from Chennai, and has distribution outlets throughout India. The Company procures the HFC gases from China and India. These gases are mainly used in industrial refrigeration, air conditioning, aerosol propellants and blowing agents. The Company has also established a warehouse in Delhi, its major geography, where the consumption of refrigerants is highest and also forms the centre point for all the dealers and distributors of refrigerants. During FY 2022-23, the Company has started supplying refrigerants to notable OEMS including Carrier, TVS mobility, LG and Voltas. The Company has been catering to more than 450 dealers and distributors across India and despatched more than 1,300 MT of HFC gases across the country during the year.

The Company was one of the first to provide 450 ml refilling cans and to establish refilling facilities at the locations of vehicle original equipment manufacturers (OEMs), The Company's primary focus has always been innovation, which is also the reason why its product has been differentiated and commands a premium price over existing brands. The Company offers a comprehensive selection of HFC products to a variety of market segments, including R134A, R404A, R407C, R410A, R32, and R152A in cans.

The Company has a well-networked logistics department to ensure timely delivery to clients. The Company complies fully with all government regulations governing the refrigerant industry.

Financial Performance

The Company earned highest revenue and profits during FY 2022-23 with revenue crossing the ₹ 1,000 Crores mark in FY 2022-23. The revenue from operations increased by 267%, from nearly ₹ 444 Crores to nearly ₹ 1,629 Crores, as a result of a significant upscale in the ash & coal handling business. During the year, the Company experienced significant cost savings in logistics as a result of switching from outsourcing vehicles from vendors to using their own vehicles for transporting ash. Refex's Profit after tax increased by 156%, from nearly ₹ 45.4 Crores in FY 2021-22 to nearly ₹ 116.06 Crores in FY 2022-23, as a result of robust control over fixed overheads and operating leverage and higher revenue generated during the year. The Company's profit before tax and profit after tax margins stood at 9.60% and 7.12% respectively, during FY 2022-23.

Segment-wise Performance

(₹ In Lakhs)

Particulars	2022-23	2021-22
Ash & Coal Handling Business	1,28,641.08	32,062.94
Solar Power - Generation and Related Activities	1,153.50	1,166.74
Refrigerant Gas - Manufacturing (Refilling) and Sales	6,441.47	3,772.16
Sale of Service	6,799.22	7,394.04
Others	1,124.47	-
Power Trading	18,755.22	-
Total Revenue	**1,62,914.96**	**44,395.88**

The Company's Net debt-to-equity ratio stood at 0.23x in FY 2022-23 from 0.08x in FY 2021-22.

In accordance with SEBI (LODR) Regulations, the following are the main financial ratios based on standalone financial statements compared to the previous year:

	FY 2022-23	FY 2021-22	Change (% YoY)	Reason for variations of more than 25% during FY 2022-23
Debtors Turnover (Times)	9.01	4.24	112.49	The deviation in the trade receivables turnover ratio is majorly due to the increase in revenue generated during the last quarter providing a higher credit period in comparison to the previous period.
Inventory Turnover (Times)	6.83	3.81	79.56	The deviation in Inventory turnover ratio is mainly on account of higher churning of inventory and better supply chain management leading to better procurement of materials.
Interest Coverage Ratio (x)	7.06	6.02	17.23	The deviation in debt service coverage ratio is due to increase in the loans acquired for financing of own fleet of vehicles and additional working capital requirement, maintaining the ratio at desired levels.
Return on Net Worth – RoNW (%)	36.93	24.46	43.42	The return on net worth increased due to higher profits along with better deployment of shareholders funds.
Current Ratio (times)	1.59	1.67	-5.29	No material deviation
Debt Equity Ratio (times)	0.47	0.46	2.57	No material deviation
Operating Profit Margin (%)	10.72	13.71	-21.81	No material deviation
Net Profit Margin (%)	7.12	10.22	-30.32	The decrease in net profit ratio (in percentage terms) is due to change in the product mix during the current year. However, in absolute value terms there is an increase in comparison to the previous period.

Human Resource Management

The Company advocates for a balanced, fair, and equitable human resource management system and promotes a positive and welcoming work environment. Refex believes that its employees are the greatest differentiators in providing its customers with superior services and products. Throughout the year, the Company has implemented a comprehensive employee life cycle management programme that seeks to provide a positive employee experience across the organisation. As of March 31, 2023, the number of permanent employees on the Company's payroll was 198. In addition, as of March 31, 2023, the Company had 22 personnel on an off-roll or contractual basis.

Employee Development: Refex has prioritised employee skill development along with evolving technologies and rapid process improvement. The appropriate human resource management policies have been structured by the Company and has formed career-oriented and growth-oriented plans. Refex has been modifying its approach by implementing a competency-based management system and multiple assessment centres. The Company provides a learning platform that provides self-nominated and manager-nominated learning programmes via a hybrid model that includes online classes and on-the-job trainings.

Employee Communication: Leader communication plays a key role in bringing the organisation closer together. The key to the Company's success has been the high level of engagement of each employee at every level.

Engagement Programme: Organising the Company's employee engagement programme was a bit of a challenge due to the Company's diverse business areas and geographical presence. Refex addresses these difficulties by fostering a culture of personal interaction, entrepreneurship, collaboration, and support.

Risk Mitigation

The Company is subjected to a variety of internal and external business risks. As the Company is involved in multiple business segments, Refex has implemented a comprehensive risk management framework (RMF) that is tailored to the specific needs of each business. The RMF aids the Company in identifying major and minor risks in advance and implementing necessary corrective measures. The Company's senior management plays a crucial role and proactively examines the risk management processes for effectiveness monitoring.

Any military or trade conflicts between India and China will affect raw material supply and the Company's cost structure and profitability, as the Company relies on imports of HFC gases from China. In addition, fluctuations in the foreign exchange market are likely to worsen the situation. The customs imposing antidumping duties on HFCs and changing the import policy from free to restricted, subject to NOC from the relevant ministries, has made it harder for the Company to source the material on time due to multiple approvals.

Recent government restrictions on refrigerant imports, net-zero commitments, and "Make in India" regulations have made material sourcing from other countries harder. The Company plans to enhance its geographical footprint and add trending products due to the vast local and foreign demand for Indian products. The Company has been also improving its digital presence on an e-commerce portal to boost worldwide expansion.

In terms of the regulatory and compliance framework, Refex believes that it is crucial and necessary to have a responsibility for risk management vested with the legal function, rather than having it shared among other in-house departments and external lawyers.

Effective risk management has the potential to reduce the impact of risks, prepare the organisation to confront challenges, and strengthen processes. The Company is aware of the numerous inherent business risks. Refex Group comprises a strong leadership and experienced management team from a variety of industries, thereby largely focussing on the timely identification, evaluation, and prevention of potential risks.

Future Outlook

The Company's vision is to become the most preferred business partner by leveraging its innovative solutions, cutting-edge technology, and talented workforce. Refex also aspires to strive relentlessly by constantly improving its business, teams, products and services to become the best in the industry by repeating its excellence every year.

Refex has been concentrating on expanding its vendor network in India and entering new markets for its refrigerant business. The Company has intended to exceed customer expectations by providing exceptional products and services consistently & constantly. The Company has been highly focussed on capturing major opportunities and assisting its prospective clients in building a bright future. In addition, the primary objective of the Company is to secure large contracts from OEMs and the Indian government.

For its refrigerant business, the Company is steadily expanding its refrigerant refilling facilities around the country, which is likely to lead to larger revenues in the future. The Company is planning on establishing refilling facilities in the western and eastern regions of the country.

Going forward, the Company's ash business is expected to be more concentrated and would continue to gain orders in upcoming period. In addition to Chhattisgarh, the Company intends to expand its ash distribution to Madhya Pradesh, Uttar Pradesh, Odisha, and Gujarat. Refex intends to participate in gaining tenders from NTPC for the ash disposal business. The Bharatmala Project under the NHAI (National Highways Authority of India) would create ample opportunities for the Company to increase its ash disposal services across the country.

Adoption of digital transformation in processes is one of Refex's top priorities for the foreseeable future, as it ensures sustainable growth and value creation for its stakeholders. The Company has started the phased implementation of advanced technology, which will further strengthen the Company's business operations.

The Company is also committed to the adoption of Environmental, Social, and Governance (ESG), and its determination to be ESG-compliant across all of its enterprises will be of utmost importance. The Company is evaluating its entire business processes with a view to the development and revision of ESG policies, process setting and enhancement, monitoring mechanisms, and record keeping. The Company's mission is to accelerate the renewable energy transition in order to create a net carbon-free world.

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

Your Directors have great pleasure in presenting the 21st (Twenty First) Annual Report of your Company together with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023.

Financial Summary / Highlights

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

(₹ In Lakhs)

Particulars	2022-23	2021-22
Revenue from Operations (Net)	1,62,914.96	44,395.88
Other Income	828.78	502.60
Total Income	**1,63,743.74**	**44,898.48**
Expenditure (other than Tax)	1,48,080.12	40,138.15
Exceptional Items	-24.73	1,337.61
Profit before Tax	**15,638.89**	**6,097.94**
Current Tax expense for current year	4,126.60	1,394.49
Current tax expense relating to prior years	-1.82	-
Deferred Tax	-92.24	164.46
Profit after Tax	**11,606.35**	**4,538.99**
Earnings Per Share (₹) (Basic)	**53.90**	**21.61**
Earnings Per Share (₹) (Diluted)	**53.84**	**21.61**
Net Fixed Assets	8,618.81	1,995.11
EBITDA Margins (%)	10.72	13.71
PAT Margins (%)	7.12	10.22

Company Performance

During the year under review the Company achieved a turnover of ₹ 1,62,914.96/- Lakh as against ₹ 44,395.88/- Lakh during previous year with a remarkable increase of 266.96%.

Your Company has achieved a profit before tax (PBT) of ₹ 15,638.89 Lakh for the year under review as compared to PBT of ₹ 6097.94 Lakh for the previous year with an increase of 156% over the previous year.

The Company has reported a profit after tax of ₹ 11,606.35/- Lakh as against a profit after tax of ₹ 4,538.99/- Lakh during previous year with an increase of 155.70% over the previous year.

Financial Statements

Financial Statements of your Company, Standalone and Consolidated for the financial year ended March 31, 2023, are prepared in accordance with Indian Accounting Standards (Ind-AS), as notified under Section 133 of the 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.

Operations

Highlights of your Company's operations and state of affairs for the financial year 2022-23 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

Based on the Company's performance, the Directors of your Company are pleased to recommend a dividend of ₹ 2.00/- per Equity share (i.e., Rupees Two per share) (20%) of ₹ 10/- each for the year ended March 31, 2023, subject to the approval of the Members.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates as per the Income-tax Act, 1961.

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 15, 2023 to Tuesday, September 26, 2023 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2023.

Amount Transferred to General Reserve

The Board of Directors has decided to retain the entire amount of profits for financial year 2022-23 under Retained Earnings. Accordingly, the Company has not transferred any amount to the 'Reserves' for the year ended March 31, 2023.

Investor Education and Protection Fund (IEPF)

In accordance with the applicable provisions of the Companies Act, 2013 ("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, 2023)
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

Details of unpaid dividend for the aforesaid financial years can be accessed from the website of the Company at http://www.refex.co.in and claim can be made by making a request to the Company.

Details of Nodal Officer

The Company has designated Ms. G Divya, Company Secretary of the Company as Nodal Officer for the purpose of IEPF.

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, 2023, the Authorized Share Capital of your Company stood at ₹ 40,00,00,000/- (Rupees Forty Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs only) equity shares of face value of ₹ 10/- (Rupees Ten) 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, 2023, the Paid-up Equity Share Capital of your Company stood at ₹ 22,10,70,240/- (Rupees Twenty-Two Crores Ten Lakhs Seventy Thousand Two Hundred Forty only) comprising of 2,21,07,024 (Rupees Two Crores Twenty-One Lakhs Seven Thousand Twenty-Four only) equity shares of face value of ₹ 10/- each.

There are no convertible securities issued in the Company, as on the date of this Report. Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

Changes in Share Capital

During the year, your Company has issued 11,05,000 equity shares of face value of ₹ 10/- each, for cash consideration of ₹ 130/- per equity share, including a premium of ₹ 120/- per equity share ("Equity Shares"), aggregating to ₹ 14,36,50,000/- (Rupees Fourteen Crore Thirty-Six Lakh Fifty Thousand only) on a preferential basis to Sherisha Technologies Private Limited [CIN: U74999TN2010PTC074345], part of the Promoter Group of the Company.

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, with the approval of Nomination and Remuneration Committee at their meeting held on September 12, 2022, the Company has granted 7,00,009 stock options to eligible employees of the Company under REFEX ESOP Scheme 2021. Further, from the closure of the Financial Year till the date of this report, at the Nomination and Remuneration Committee meeting held on May 18, 2023, the Company has granted 57,840 Options to the eligible employees.

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 available on the Company's website http://www.refex.co.in

The Nomination & Remuneration Committee of the Board of Directors, inter-alia, administers and monitors, the Refex Employee Stock Option Scheme 2021 (ESOP 2021), in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"] and other applicable laws. The Company has also obtained a certificate from Secretarial Auditor of the Company, as required under Regulation 13 of the SEBI (SBEB & SE) Regulations, 2021, that the Scheme has been implemented in aforesaid Regulations and in accordance with the resolution of the company in the general meeting.

Subsidiaries, Joint Ventures and Associate Companies

The Company has the following subsidiary as on March 31, 2023:

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.

Vituza Solar Energy Limited, which was a subsidiary company under the process of Striking off, has been approved and struck off by the MCA and it stands dissolved with effect from September 19, 2022.

Material Subsidiaries

The Company has adopted a 'Policy for determining Material Subsidiaries' as per requirements 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. Further, the Company has adopted a revised Policy for Determining Material Subsidiaries, in its meeting held on May 06, 2022.

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.

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 **Annexure - A**. 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 Subsidiary, are available on the website of the Company http://www.refex.co.in.

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 the Statutory Auditors 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, 2023, your Board comprised of Six (6) Directors, out of which, three are Independent, two are Non-Executive Directors and one is Promoter who is a Chairman-cum-Managing Director.

In accordance with the provisions of Section 152 of the Act, Mr. Dinesh Kumar Agarwal (DIN: 07544757), Director (Non-Executive) 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 21st 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

During the year, the following changes took place in the Board of the Company:

Ms. Jamuna (DIN: 08009308), Non-Executive Independent Director, and Mr. Shailesh Rajagopalan (DIN: 01855598), Non-Executive Director had tendered their resignation with effect from January 31, 2023 which was taken on record in the Board Meeting held on February 02, 2023.

Pursuant to the recommendation of the Nomination & Remuneration Committee ("NRC") and the Board in its meeting held on February 02, 2023, and subsequent approval by the members of the Company in the Extra-Ordinary General Meeting of the Company held on April 28, 2023, Mr. Krishnan Ramanathan (DIN: 09854815) was appointed as a 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.

Further, at the same meeting, Ms. Susmitha Siripurapu (DIN 09850991) was appointed as Non-Executive Non - Independent Director of the Company with effect from February 02, 2023.

Ms. R. Maheshwari (DIN: 06829926) was appointed as an Additional Director (as independent Director) of the Company on March 02, 2023 and the office was vacated upon her demise on March 06, 2023.

Mr. Pillappan Amalanathan (DIN: 08730795), Independent Director, ceased to be a Director with effect from March 27, 2023 upon his tenure coming to an end.

Further, Mr. Sivaramakrishnan Vasudevan (DIN: 02345708) was appointed as a Non-Executive Independent Director for a period of five consecutive years up to March 30, 2028 pursuant to the recommendation of the Nomination & Remuneration Committee ("NRC"), and the Board in its meeting held on March 31, 2023.

Subsequently the approval for the Appointment of the above said three Directors has been obtained from the members of the Company in the Extra-Ordinary General Meeting of the Company held on April 28, 2023.

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 are:

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

During the year under review the following changes have taken place:

Mr. S. Gopalakrishnan, Company Secretary and Compliance Officer of the company had resigned with effect from September 29, 2022.

Ms. G Divya has been appointed as Company Secretary and Compliance Officer with effect from September 30, 2022.

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 the Listing Regulations under Regulation 16(1)(b).

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 http://www.refex.co.in.

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 - B** 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 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 annexure. 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') of your Board 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.

The 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 2022-23, the Board met 7 (seven) times i.e., on May 06, 2022, August 05, 2022, September 30, 2022, November 08, 2022, February 02, 2023, March 02, 2023 and March 31, 2023.

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 31, 2023 for Financial Year 2022-23, without the presence of 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, to 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 three Independent Directors, namely, Mr. Sivaramakrishnan Vasudevan, Mr. Ramesh Dugar and Mr. Krishnan Ramanathan.

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, 2023, your Board has 04 (four) Committees, namely,

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

The details with respect to the composition, powers, roles, terms of reference, number of meetings, etc. of the Committees held during Financial Year 2022-23 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.

Composition of Audit Committee

As on March 31, 2023, the Audit Committee of the Board comprises of the following members:

1.	Mr. Ramesh Dugar	Independent Director – Chairperson
2.	Mr. Dinesh Kumar Agarwal	Non-Executive Director – Member
3.	Mr. Krishnan Ramanathan	Independent Director - Member
4.	Mr. Sivaramakrishnan Vasudevan	Independent Director - Member

All members of the Audit Committee are financially literate and have experience in financial management.

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 high 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, 2023 and of the profit of the Company for the year ended on March 31, 2023;

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, 2023 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. In addition to the transactions entered into during the year, the Company had a related party transaction with VS Lignite Power Private Limited which has been considered material as per the materiality threshold adopted by the Board of Directors. The Company has also obtained the approval of Shareholders in the 20th Annual General Meeting of the Company held on September 23, 2022. Details of the transactions with Related Parties are provided in the accompanying Financial Statements under Note no. 37, 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.

In compliance of the provisions of the Companies Act, 2013, the particulars of contracts or arrangements entered by the Company with its related parties are disclosed in Form AOC-2, annexed to this report at **Annexure - C**.

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 2022-23.

The Secretarial Audit Report for the financial year ended March 31, 2023, in prescribed form MR-3, issued by the Secretarial Auditor, is annexed herewith as **Annexure - D** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

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 Companies Act, 2013, the Board of Directors at their meeting held on September 30, 2022 has appointed M/s STARP & ASSOCIATES, (Cost Accounting Firm FRN: 004143) as Cost Auditors for the Financial Year 2022-23 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 is ratified at the Extra-Ordinary General Meeting held on April 28, 2023. The Company has re-appointed M/s STARP & Associates, (Cost Accounting Firm FRN: 004143) as Cost Auditors for conducting Cost Audit for the Financial Year 2023-24.

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

2023-24. 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 Rs. 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 2023-24, which is required to be approved and ratified by the Members, at the ensuing AGM as per Section 148(3) of the Act, 2013.

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 2022-23.

The details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

During the year under review there was no instance of one-time settlement with any Bank or Financial Institution.

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:

(A) Conservation of energy & Technology absorption:

The Company does not engage in manufacturing activity involving energy intensive processes. However, the Company has taken sufficient steps towards general energy saving techniques and conservation.

Given the Nature of Process employed by the Company, there is no technology absorption involved.

(B) Foreign Exchange Earnings and Outgo:

Foreign Exchange Earnings = ₹ NIL

Foreign Exchange Outgo = ₹ 4386.50 Lakhs

Annual Return

The draft Annual Return of the Company as on March 31, 2023, 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://www.refex.co.in/pdf/Form_MGT_7%2022-23-RIL.pdf.

Further, the Annual Return (i.e., e-form MGT-7) for Financial Year 2022-23 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: http://www.refex.co.in.

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. 31.

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 behaviour, 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 Financial Year 2022-23, no complaint was received and no individual was denied access to the Audit Committee for reporting concerns if any.

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, 2023, 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:

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 2022-23, in the format, prescribed under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure - E.

Particulars of Loans, Guarantees or Investments

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments and securities provided under Section 186 of the Companies Act, 2013 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. The Company 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").

The Company 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 2022 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 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 2023-24 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 INE056I01017.

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

The Central Electricity Regulatory Commission has granted a 'Category - I' license for inter-State trading in electricity in whole of India and the Company has commenced Power Trading business during the Financial year. Apart from the new addition of business, the Company has not undergone any other change in the nature of the business during financial year 2022-23.

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.

Further, during the year, your company has incorporated a new company named M/s Refex Green Mobility Limited which is into the business of using the ever-evolving innovations in technology landscape in order to offer environmentally sustainable services in the urban transportation and energy sectors.

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 and the Secretarial Standards.

Reporting Period

The Financial Information is reported for the period April 01, 2022, to March 31, 2023. Some parts of the Non-Financial Information included in this Board's Report are provided as of the date of this Report.

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 Chennai, Government of NCT of Delhi, various State Governments/ Departments/ Authorities, and other stakeholders such as, shareholders, customers, and suppliers, among others. The Directors look forward to their continued support in the future.

The Directors thank ICICI Bank Limited, HDFC 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: Mumbai
Date: August 03, 2023

List of Annexures

Annexure No.	Particulars of Annexure
A	Form AOC-1
B	Statement of Disclosure of Remuneration
C	Form AOC - 2
D	Secretarial Audit Report - Form MR - 3
E	Report on Corporate Social Responsibility

Annexure – A

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries or Associate Companies or Joint Ventures

Part "A": Subsidiaries

S. No	Particulars	Details
1	Name of the Subsidiary	Refex Green Mobility Limited
2	The date since when subsidiary was acquired	14/03/2023
3	Reporting period for the subsidiary concerned, if different from the holdingcompany's reporting period.	There is no change in reporting period with that of its holding company
4	Reporting currency	Indian Rupee
	Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable
5	Share capital (₹ In Lakhs)	10
6	Reserves and surplus (₹ In Lakhs)	(0.28)
7	Total assets (₹ In Lakhs)	34.99
8	Total Liabilities (₹ In Lakhs)	25.26
9	Investments (₹ In Lakhs)	Nil
10	Turnover (₹ In Lakhs)	Nil
11	Profit before taxation (₹ In Lakhs)	(0.28)
12	Provision for taxation (₹ In Lakhs)	Nil
13	Profit after taxation (₹ In Lakhs)	(0.28)
14	Proposed Dividend (₹ In Lakhs)	Nil
15	Extent of shareholding (in percentage)	99.99*

**On April 17, 2023, Refex Green Mobility Limited has become wholly-owned subsidiary of the Company.*

1. Names of Subsidiaries which are yet to commence operations: Not Applicable

2. Names of Subsidiaries which have been liquidated or sold during the year: During the year, the wholly owned Subsidiary Company, Vituza Solar Energy Limited has ceased to exist vide the Form STK – 7, Notice of Striking off and Dissolution from the Registrar of Companies, Chennai with effect from September 19, 2022 and consequently, the wholly owned subsidiary of Refex Industries Limited, Vituza Solar Energy Limited, is dissolved during the year.

Part "B": Associates and Joint Venture

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Not applicable since the company does not have any Associate/ Joint Venture

For and on behalf of the Board

Anil Jain
Chairman & Managing Director
DIN: 00181960

Place: Mumbai
Date: August 03, 2023

Annexure – B

Statement of Disclosure of Remuneration

A. 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: -

I. Ratio of the remuneration of each director to the median remuneration of all the employees of your Company for the Financial Year 2022-23 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	24.22:1
2.	Mr. Dinesh Kumar Agarwal	Non-Executive Director	Nil*	~
3.	Mr. Ramesh Dugar	Independent Director	1,80,000	0.52:1
4.	Mr. Krishnan Ramanathan	Independent Director	80,000	0.23:1
5.	Mr. Sivaramakrishnan Vasudevan	Independent Director	10,000	0.03:1
6.	Ms. Susmitha Siripurapu	Non-Executive Director	30,000	0.09:1
7.	Mr. Pillappan Amalanathan	Independent Director	2,20,000	0.63:1
8.	Mr. Shailesh Rajagopalan	Non-Executive Director	60,000	0.17:1
9.	Ms. Jamuna Ravikumar	Independent Director	1,15,000	0.33:1

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

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 ₹ 3,46,821/- for the Financial Year 2022-23.

II. Percentage increase in remuneration of Managing Director, Chief Financial Officer and Company Secretary during the Financial Year 2022-23: -

S. No.	Name	Designation	Remuneration (₹) 2022-23	Remuneration (₹) 2021-22	Increase (%)
1.	Mr. Anil Jain	Managing Director	84,00,000	84,00,000	Nil
2.	Ms. Uthayakumar Lalitha	Chief Financial Officer	32,46,707	19,63,000	65.40
3.	Mr. Gopalakrishnan Srinivasan	Company Secretary (ceased from September 29, 2022)	2,35,507	4,19,100	12.39
4.	Ms. G Divya	Company Secretary (w.e.f. September 30, 2022)	7,86,024	NA	NA

Note:

(i) 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.

(ii) The remuneration paid to Director is within the overall limits approved by the shareholders.

III. Percentage increase in the median remuneration of all employees in the Financial Year 2022-23:

Particulars	Remuneration (₹)		Increase (%)
	2022-23	2021-22	
Median remuneration of all employees per annum	3,46,821	3,19,487	8.56

IV. Number of permanent employees on the rolls of the Company as on March 31, 2023:

The number of permanent employees on the rolls of the Company as on March 31, 2023 were **98**.

V. 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 (%)
	2022-23	2021-22	
Average salary of all employees (Other than Key Managerial Personnel)	5,19,928	5,44,989	-4.60
Average Salary of Managing Director	84,00,000	84,00,000	-
Average Salary of CFO and Company Secretary	21,34,119	11,91,026	79.18

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.

VI. 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 4.60 Percent. 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.

VII. 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.

B. 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: -

I. 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 2022-23 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 report. 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.

II. Names of the employees who were employed for a part of Financial Year 2022-23 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: Mumbai
Date: August 03, 2023

Annexure – C

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party	**VS Lignite Power Private Limited**
(b)	Nature of relationship	1. Enterprise over which KMP (Mr. Anil Jain) have significant influence; 2. Mr. Dinesh Kumar Agarwal (Director of the Company) is also the Director of VS Lignite Power Private Limited
(c)	Nature of contracts/arrangements/transactions	Sale of services
(d)	Duration of the contracts/arrangements/transactions	FY 2022-23 to 2026-27
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Work order/ Contracts
(f)	Date of approval by the Board	August 5, 2022
(g)	Amount paid as advances, if any	Nil

For and on behalf of the Board

Anil Jain
Chairman & Managing Director
DIN: 00181960

Place: Mumbai
Date: August 03, 2023

Annexure – D

Secretarial Audit Report

Form No. MR-3

For the Financial Year Ended 31st March, 2023

[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),
Ground Floor, Bascon Futura IT Park,
New No. 10/2, Old No. 56L,
Venkat Narayana Road,T Nagar
Chennai - 600 017,
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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023, 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 for the financial year ended on **March 31, 2023** 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, 2023, 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 a woman director. 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) as an Non Executive Independent Cum Additional Director in the Board meeting held on 2nd February 2023 in terms of Section 149 of the Companies Act, 2013.

2. Appointment of Ms. Susmitha Siripurapu (DIN 09850991) as an Non-Executive cum Additional Director in the Board meeting held on 2nd February 2023 in terms of Section 161 of the Companies Act, 2013.

3. Resignation of Mrs. Jamuna (DIN 08009308) as an Non Executive Independent Director on 31st January 2023 in terms of Section 168 of Companies Act, 2013 and taken on record by the Board in its meeting held on 2nd February 2023

4. Resignation of Mr. Shailesh Rajagopalan(DIN 01855598) as an Non Executive Director on 31st January 2023 in terms of Section 168 of Companies Act, 2013 and taken on record by the Board in its meeting held on 2nd February 2023

5. Appointment of Mrs. R Maheshwari (DIN 06829926) as a Non Executive Independent cum Additional Director in the Board meeting held on 2nd March 2023 in terms of Section 149 of the Companies Act, 2013 and cessation of the said Directorship on 6th March 2023 due to her demise

6. Retirement of Mr. Pillappan Amalanathan (DIN 08730795)as an Non Executive Independent on 27th March 2023 due to completion of his tenure of appointment and taken on record by the Board in its meeting held on 31st March 2023

7. Appointment of Mr. Sivaramakrishnan Vasudevan (DIN 02345708) as an Non Executive Independent Cum Additional Director in the Board meeting held on 31st March 2023 in terms of Section 149 of the Companies Act, 2013.

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 or 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, issued 11,05,000 equity shares on a preferential basis to one of the promoter group entity at an issue price of Rs.130 per equity share including a premium of Rs.120 per equity share as approved by members , by way of special resolution, in the Annual General Meeting (AGM) held on 23rd September 2022

The company has, during the year under review, granted 7,00,009 options to its eligible employees under the Employee Stock Option Scheme and the minimum vesting period of one year for the exercise of the said options has not been completed as at the year end,

(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 Special Resolutions at the AGM held on 23rd September 2022

- Borrowing of Funds in excess of the limits as prescribed under Section 180(1)(c) of the Companies Act, 2013 upto an amount of ₹ 1,000 Crores (Rupees One Thousand Crores only)
- Creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013
- Issue of further securities pursuant to Sections 23, 41, 42, 55, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under upto an amount of ₹ 500 Crores (Rupees Five Hundred Crores only)
- Omnibus Approval for Material Related Party Transactions with VS Lignite Power Private Limited, a related party, for a period of five years commencing from financial year 2022-23 to financial year 2026-27, individually and/ or in the aggregate up to an amount not exceeding Rs.80 crores in each financial year,
- Enabling resolution giving powers to the Board for conversion of any loan / financial assistance as may be borrowed by the company in future from any banks/financial institution /mutual funds/trusts and other organizations etc into shares or convertible instruments or other securities to be issued by the company, in the event of such conversion being required under the terms of such future borrowing agreements/facility arrangements as may be entered into with such future lenders in terms of Section 62 of Companies Act, 2013 and applicable SEBI regulations.

R MUTHU KRISHNAN
PRACTICING COMPANY SECRETARY
FCS No. 6775
CP No. 3033
PEER REVIEW NO. 2048/2022
UDIN F006775E000566281

Place: Chennai
Date: 07.07.2023

Annexure A to Secretarial Audit Report

To
The Members,
Refex Industries Limited,
(CIN: L45200TN2002PLC049601),
Ground Floor, Bascon Futura IT Park, New No. 10/2, Old No. 56L,
Venkat Narayana Road, T Nagar
Chennai - 600 017, 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.

R MUTHU KRISHNAN
PRACTICING COMPANY SECRETARY
FCS No. 6775
CP No. 3033
PEER REVIEW NO. 2048/2022

Place: Chennai
Date: 07.07.2023

Annexure – E

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:**

Your Company has constituted a Corporate Social Responsibility Committee (CSR) pursuant to provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and however the Board at their meeting held on March 31, 2023 had reconstituted the CSR Committee on cessation of the tenure of Mr. Pillappan Amalanathan, w.e.f. March 27, 2023, from the position of the Independent

Director as well as from the committee. The composition of the CSR Committee, CSR Committee meetings and attendance during the financial year ended March 31, 2023, 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. Pillappan Amalanathan	Independent Director	Chairman (ceased from 27-03-2023)	01	01
2.	Mr. Anil Jain	Managing Director	Member	02	02
3.	Mr. Dinesh Kumar Agarwal	Non-Executive Director	Member	02	02
4.	Mr. Ramesh Dugar	Independent Director	Chairman (w.e.f 31-03-2023)	01	01

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. **Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

S. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakh)	Amount required to be set-off for the financial year, if any (₹ in Lakh)
1.	2022-23	117.85	117.85

6. **Average Net Profit of the company as per Section 135(5) :** ₹ 6623.54 lakh

7. (a) **Two percent of average net profit of the company as per Section 135(5)** : ₹ 132.47 lakh

   (b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years :** NIL

   (c) **Amount required to be set-off for the financial year, if any :** ₹ 117.85 lakh

   (d) **Total CSR obligation for the financial year (7a+7b-7c) :** ₹ 14.62 lakh

8. (a) **CSR Amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (₹)	Amount Unspent (in ₹)				
	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 the Fund	Amount	Date of transfer
NIL					

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the Project (In ₹)	Amount spent in the current financial year (In ₹)	Amount transferred to unspent CSR account for the project as per Section 135(6) (₹)	Mode of Implementation-Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
NA												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ In Lakh)	Mode of Implementation-Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Mosquito Menace Free Chennai	Sanitation	Yes	Tamil Nadu	Chennai	13.12	Yes	NA	NA
2.	Support thalassemia children in dire need of regular blood transfusion	Promoting Health care incl. Preventive Health care	No	Telangana	Hyderabad	10.00	No	AAROHI	CSR00002403

(d) Amount spent in Administrative Overheads : NIL

(e) Amount spent on Impact Assessment, if applicable : Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 23.13 Lakh

(g) Excess amount for set-off, if any:

S. No.	Particulars	Amount (₹ in Lakh)
(i)	Two percent of average net profit of the company as per section 135(5)	132.47
(ii)	Total amount spent for the financial year	140.98*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	8.50
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not Applicable
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	8.50

* The Company had excess amount of ₹ 117.85 Lakh spent towards CSR obligations during previous years which were carried forward for set off. During the FY 2022-23, the Company has additionally spent ₹ 23.13 Lakh on CSR activities. Therefore, total cumulative amount spent on CSR activities for FY 2022-23 stood at ₹ 140.98 Lakh (₹ 117.85 Lakh + ₹ 23.13 Lakh) out of which the Company has set off its current year obligation amounting to ₹ 117.85 Lakh and further remaining amount of ₹ 8.50 Lakh (i.e. ₹ 140.98 Lakh - ₹ 132.47 Lakh) is being carried forward to next financial years.

9. (a) Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (₹)	Amount spent in the reporting Financial Year (₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

S. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (₹)	Amount spent on the project in the reporting Financial Year	Cumulative amount spent at the end of reporting Financial Year	Status of the project - Completed/ Ongoing
						(₹)	(₹)	
NA								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

(Asset-wise details)

(a) Date of creation or acquisition of the capital asset(s): N.A.

(b) Amount of CSR spent for creation or acquisition of capital asset: N.A.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: N.A.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): N.A.

11. 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

Ramesh Dugar
Director
Chairman-CSR Committee
DIN – 01686047

Date: August 03, 2023

Place: Mumbai

Place: Chennai

Corporate Governance Report

The Corporate Governance report for the Financial Year 2022-23 (**"FY 2022-23"**), which forms part of the Directors' Report, is prepared in accordance with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"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.

The Company has a three-tier governance structure:

- Strategic supervision: The Board of Directors occupies the topmost tier in the governance structure. It plays a role of strategic supervision that is devoid of involvement in the task of strategic management of the Company. The Board lays down strategic goals and exercises control to ensure that the Company is progressing to fulfill stakeholders' aspirations.

- Strategic management: The Executive Committee is composed of the senior management of the Company and operates upon the directions of the Board.

- Executive management: The function of the Management Committee is to realize and execute the goals that are laid down by the Board and the Executive Committee.

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 (the "Act").

As on March 31, 2023, the Company had 6 (Six) Directors on the Board with an optimum combination of Executive, Non-Executive and Independent Directors.

As on March 31, 2023, more than 50 (fifty) percent of the Board comprised of Non-Executive Directors. Out of 6 (Six) Directors, 3 (Three) are Non-Executive Independent Directors, 1 (one) Promoter Managing Director and 2 (Two) Non-Executive Directors including 1 (one) Woman Director.

During the year under review, the Company had Mr. Anil Jain an Executive 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 are 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 company, 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, 2023, 7 (seven) Board Meetings were held, i.e., on May 06, 2022, August 05, 2022, September 30, 2022, November 08, 2022, February 02, 2023, March 02, 2023 and March 31, 2023.

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 23, 2022.

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 and Remuneration Committee ('NRC'), Stakeholders Relationship Committee ('SRC') and CSR Committee, Mr. Shailesh Rajagopalan[1], Non-Executive

Director, Mr. Pillappan Amalanathan[2], Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee, Ms. Jamuna Ravikumar[3], Independent Director, member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Mr. Ramesh Dugar, Independent Director were present at the last AGM of the Company.

[1]Mr. Shailesh Rajagopalan resigned w.e.f. January 31, 2023

[2]Mr. Pillappan Amalanathan resigned w.e.f. March 27, 2023

[3]Ms. Jamuna Ravikumar resigned w.e.f. January 31, 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 March 31, 2023, are as under:

Name of the Director	DIN	Category	Total No. of Directorships$	No. of Board Meetings		Attended last AGM (September 23, 2022)	Shareholding in the Company
				Entitled to Attend	Attended		
Mr. Anil Jain	00181960	PD [MD]	19	07	07	Yes	1,50,000 (0.68%)
Mr. Dinesh Kumar Agarwal	07544757	NED	19	07	07	Yes	Nil
Mr. Ramesh Dugar	01686047	NEID	05	07	07	Yes	Nil
Ms. Susmitha Siripurapu	09850991	NED	01	02	02	NA	Nil
Mr. Sivaramakrishnan Vasudevan	02345708	NEID	01	-	-	NA	Nil
Mr. Krishnan Ramanathan	09854815	NEID	01	02	02	NA	Nil
Mr. Shailesh Rajagopalan[1]	01855598	NED	01	04	04	Yes	Nil
Mr. Pillappan Amalanathan[2]	08730795	NEID	02	06	06	Yes	Nil
Ms. Jamuna Ravikumar[3]	08009308	NEID	02	04	03	Yes	Nil

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

[1]Mr. Shailesh Rajagopalan resigned w.e.f. January 31, 2023

[2]Mr. Pillappan Amalanathan resigned w.e.f. March 27, 2023

[3]Ms. Jamuna Ravikumar resigned w.e.f. January 31, 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 on March 31, 2023:

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	Mr. Krishnan Ramanathan (Independent)	-	-	-	-

** 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, 2023.

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 the 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.

Mr. Pillappan Amalanathan, Independent Director, whose term as an Independent Director expired on March 27, 2023, had conveyed his desire not to seek re-appointment as an Independent Director of the Company for the second term, due to his personal commitments and hence, resigned from the Company on March 27, 2023.

Ms. Jamuna Ravikumar, Independent Director, who was appointed upto the conclusion of 22nd Annual General Meeting, resigned on January 31, 2023 before the expiry of her tenure due to her personal reasons and she confirmed that there were no other material reasons for her resignation.

The Company had subsequently appointed Mr. Krishnan Ramanathan, Independent Director on February 2, 2023 and Mr. Sivaramakrishnan Vasudevan, Independent Director on March 31, 2023.

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 2022-23, 1 (one) meeting of the Independent Directors was held on March 31, 2023.

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

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, 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		
	Information Technology	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
	Compliance and Risk	Yes	Mr. Sivaramakrishnan Vasudevan
			Mr. Anil Jain
			Mr. Krishnan Ramanathan
			Ms. Susmitha Siripurapu
			Mr. Dinesh Kumar Agarwal
			Mr. Ramesh Dugar

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
3	Behavioral Competencies		
	Integrity and ethical standards	Yes	All the Directors of the Company
	Mentoring abilities	Yes	Mr. Anil Jain
			Mr. Krishnan Ramanathan
			Mr. Dinesh Kumar Agarwal
			Mr. Sivaramakrishnan Vasudevan
	Interpersonal relations	Yes	Ms. Susmitha Siripurapu
			Mr. Dinesh Kumar Agarwal
			Mr. Anil Jain
4	Global Business/ International expertise	Yes	Mr. Anil Jain
5	Governance	Yes	Mr. Anil Jain
			Mr. Dinesh Kumar Agarwal
			Mr. Sivaramakrishnan Vasudevan
			Mr. Krishnan Ramanathan
			Mr. Ramesh Dugar
			Ms. Susmitha Siripurapu

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: -

1. Reviewing the Company's financial reporting process and the disclosure of its financial information to ensure the financial statement is correct, sufficient and credible;
2. 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;
3. 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;
4. Reviewing the Statutory and Internal Auditor's independence and performance and scrutinizing the effectiveness of the entire Audit process;
5. 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;
6. 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.

7. 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;

8. 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.

9. Discussing with external auditors, nature and scope of audit as well as having post-audit discussions;

10. Reviewing the Company's financial and risk management systems;

11. Reviewing Whistle Blower Mechanism (Vigil mechanism as per the Companies Act, 2013);

12. Approving any transactions or subsequent modifications of transactions with related parties;

13. Reviewing inter-corporate loans and investments;

14. Reviewing valuation of undertakings or assets of the Company, if required;

15. Reviewing financial statements and investments made by subsidiary companies;

16. 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;

17. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations;

18. Approving the appointment of CFO after assessing the qualification, experience, background, etc. of the candidate;

19. 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.

20. 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;

21. 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.

22. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

23. 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, 2023, the Audit Committee met 7 (seven) times, i.e., on May 06, 2022, August 05, 2022, September 30, 2022, November 08, 2022, February 02, 2023, March 02, 2023 and March 17, 2023.

The composition of the Audit Committee and details of meetings attended by its members during the financial year ended March 31, 2023, are given below: -

Name of Director	Position	No. of Meetings	
		Entitled to attend	Attended
Mr. Ramesh Dugar	Chairman (w.e.f 31-03-2023)	4	4
Mr. Dinesh Kumar Agarwal	Member	7	7
Mr. Krishnan Ramanathan	Member	2	2
Mr. Sivaramakrishnan Vasudevan	Member (w.e.f 31-03-2023)	-	-
Mr. Pillappan Amalanathan	Chairman (ceased from 27-03-2023)	7	7
Ms. Jamuna Ravikumar	Member (ceased from 31-01-2023)	4	4

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 has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

Nomination and Remuneration Committee (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 Committee 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 Committee, amongst others, includes the following:

1. 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;

2. 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:

   a. use the services of an external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates.

3. Formulation of criteria for evaluation of Independent Directors and the Board;

4. 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;

5. Devising a policy on Board diversity;

6. 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;

7. Administration of Employee Stock Option Scheme(s);

8. 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);

9. Succession Planning of the CXO team;

10. 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, 2023, the Nomination & Remuneration Committee met 7 (seven) times, i.e., on May 06, 2022, August 05, 2022, September 12, 2022, September 30, 2022, February 02, 2023, March 02, 2023 and March 31, 2023.

The composition of the NRC Committee and details of meetings attended by its members during the financial year ended March 31, 2023, are given below: -

Name of Director	Position	No. of Meetings	
		Entitled to attend	Attended
Mr. Ramesh Dugar	Chairman (w.e.f 31-03-2023)	3	3
Mr. Krishnan Ramanathan	Member	2	2
Mr. Sivaramakrishnan Vasudevan	Member (w.e.f 31-03-2023)	-	-
Mr. Dinesh Kumar Agarwal	Member	7	7
Mr. Pillappan Amalanathan	Chairman (ceased from 27-03-2023)	6	6
Ms. Jamuna Ravikumar	Member (ceased from 31-01-2023)	4	4

Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for independent directors is 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 behaviour 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 superintends 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 (NRC) Committee within the salary scale approved by the Board and Shareholders of the Company.

The Board of Directors, on the recommendation of the NRC Committee, 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, 2023. However, the net profit-based commission is determined on the basis of financial performance of the Company and approved by the NRC Committee 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 2022-23.

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	NIL	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 has 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 22-23 are given below:

Remuneration to Non-Executive / Independent Directors:

Name of Director	Sitting Fee (₹)	Total (₹)
Non-Executive Directors		
Mr. Shailesh Rajagopalan	60,000	60,000
Ms. Susmitha Siripurapu	30,000	30,000
Independent Directors		
Mr. Pillappan Amalanathan	2,20,000	2,20,000
Ms. Jamuna Ravikumar	1,15,000	1,15,000
Mr. Ramesh Dugar	1,80,000	1,80,000
Mr. Krishnan Ramanathan	80,000	80,000
Mr. Sivaramakrishnan Vasudevan	10,000	10,000
Total		**6,95,000**

Note: Mr. Dinesh Kumar Agarwal, Non- Executive Director has waived off his right to receive the sitting fee 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 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 employees and directors of the Company during the Financial Year ended March 31, 2023 and necessary disclosures are placed on the website of the Company at https://www.refex.co.in/pdf/ESOP-Disclosure-2023.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:

a) 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.;

b) Review of measures taken for effective exercise of voting rights by shareholders;

c) 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;

d) 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, 2023, the Stakeholders' Relationship Committee met 01 (One) time on March 31, 2023.

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 Committee. The Company Secretary acts as Secretary to the Committee.

The composition of the SRC Committee and details of meetings attended by its members during the financial year ended March 31, 2023, are given below: -

Name of Director	Position	No. of Meetings	
		Entitled to attend	Attended
Mr. Ramesh Dugar	Chairman (w.e.f 31-03-2023)	1	1
Mr. Krishnan Ramanathan	Member	1	1
Mr. Dinesh Kumar Agarwal	Member	1	1
Mr. Sivaramakrishnan Vasudevan	Member (w.e.f 31-03-2023)	1	1
Mr. Pillappan Amalanathan	Chairman (ceased from 27-03-2023)	-	-
Ms. Jamuna Ravikumar	Member (ceased from 31-01-2023)	-	-

Nature of Complaints and Redressal Status

During the FY 22-23, 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 the FY 22-23 are given below:

Number of Shareholders' complaints received during the FY 22-23	NIL
Number of complaints not resolved to the satisfaction of shareholders as on March 31, 2023	NIL
No. of pending complaints as at March 31, 2023	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 the FY 22-23 except in cases which are constrained by disputes and legal impediments.

There were no investor grievances remaining unattended/pending as at March 31, 2023.

The Board has designated Ms. G Divya, Company Secretary as the Compliance Officer of the Company.

The Board has delegated powers of share transfer and dematerialization to Ms. G Divya, Company Secretary to expedite the process of share transfer/ dematerialization work.

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 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 Companies Act, 2013 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 http://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 – E to the Directors' Report.

The composition of the CSR Committee is in alignment with the provisions of Section 135 of the Act.

Two meetings of CSR Committee were held during the financial year ended March 31, 2023. The CSR Committee met on August 05, 2022 and March 31, 2023, inter-alia to consider and approve CSR activities for the Financial Year 2022-23.

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, 2023, is given below:

Name of Director	Position
Mr. Ramesh Dugar, Independent Director	Chairman (w.e.f 31-03-2023)
Mr. Pillappan Amalanathan, Independent Director	Chairman (ceased from 27-03-2023)
Mr. Anil Jain, Managing Director	Member
Mr. Dinesh Kumar Agarwal, Non-Executive Director	Member

4. General Body Meetings

4.1 Location and time where Annual General Meetings held in the last 3 (three) years are given below:

Financial Year	Date	Location	Time
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.
2019-20	29-12-2020	Through Video Conference (VC) / Other Audio-Visual Means (OAVM)	11:30 A.M.

**The last 3 AGMs, viz., 18th, 19th and 20th, 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.*

4.2 The following resolutions were passed as Special Resolutions in previous three AGMs: -

Financial Year	Date	Subject matter of Special Resolutions
2021-22	23-09-2022	• 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	• 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
2019-20	29-12-2020	• Re appointment of Mr. Anil Jain as Managing Director for further term of 3 years • Appoint of Mr. Pillappan Amalanathan as an Independent Director • Approval for providng loan or to give guarantee or to provide security to Sherisha Technologies Private Limited

4.3 Postal Ballot

No special resolutions were put through Postal Ballot during the FY 22-23.

4.4 Any Special Resolution proposed to be conducted through Postal Ballot

No Special Resolution is proposed to be passed through Postal Ballot.

4.5 Procedure for Postal Ballot

Since, no special resolution is proposed to be passed through Postal Ballot, procedure for postal ballot has not been given.

5. Means of Communications

5.1 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 http://www.refex.co.in.

5.2 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, 2023 in The Economic Times.

5.3 Website, where displayed

The financial results and the official news releases are also placed on the Company's website https://www.refex.co.in in the 'Investors' section.

5.4 Whether website also displays official news releases

The Company has maintained a functional website https://www.refex.co.in containing basic information about the Company including, 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. General Shareholders' Information

6.1 Date and time of Annual General Meeting

Tuesday, September 26, 2023 at 11:30 A.M.
Mode: Video Conference and Other Audio-Visual Means (VC/OAVM)
Participation through video-conferencing: https://www.evotingindia.com

6.2 Financial Year

April 01, 2022 to March 31, 2023.

6.3 Dividend Payment Date

Dividend, if declared by the Members, will be paid within 30 days of the AGM.

6.4 Date of Book Closure/Record date/Cut-off date for attending AGM

Cut-off date for attending AGM is Tuesday, September 19, 2023

Book Closure: Friday, September 15, 2023 to Tuesday, September 26, 2023 (both days inclusive).

6.5 Registered Office / Corporate Office

Ground Floor, Bascon Futura IT Park, New No 10/2 Old No 56L, Venkat Narayana Road, T. Nagar, Chennai 600 017 TN
Tel: +91-044-4340 5900 / 950

6.7 Corporate Identity Number (CIN)

L45200TN2002PLC049601

6.8 Website/ Email

Website: http://www.refex.co.in

Email: investor.relations@refex.co.in

6.9 Depositories

National Securities Depository Limited
4th Floor, 'A' Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel (West)
Mumbai - 400 013
Tel: +91-22-2499 4200
Fax: +91-22-24972993

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: +91-22-2272 3333
Fax: +91-22-22723199

6.10 International Securities Identification Number (ISIN)

INE056I01017

6.11 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: +91-22-2272 1233
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: +91-22-2659 8100
Fax: +91-22-26598120

The Company has paid the listing fees to the above Stock Exchange(s) for the FY 23-24.

6.12 Stock Codes

BSE: 532884
NSE: REFEX

6.13 Stock Market Price Data on NSE and BSE and Performance in comparison to broad-based indices

	NSE		BSE		NIFTY INDEX		BSE SENSEX	
Month	Highest	Lowest	Highest	Lowest	Highest	Lowest	Highest	Lowest
April, 2022	143.90	119.05	144.35	119.85	18114.65	16824.7	60,845.10	56,009.07
May, 2022	142.00	109.05	142.00	109.50	17132.85	15735.75	57,184.21	52,632.48
June, 2022	125.05	98.45	124.75	96.50	16793.85	15183.4	56,432.65	50,921.22
July, 2022	121.90	109.15	121.55	109.95	17172.8	15511.05	57,619.27	52,094.25
August, 2022	148.70	118.90	148.00	117.30	17992.2	17154.8	60,411.20	57,367.47
September, 2022	191.70	137.00	193.15	136.75	18096.15	16747.7	60,676.12	56,147.23
October, 2022	166.60	145.25	168.95	141.65	18022.8	16855.55	60,786.70	56,683.40
November, 2022	324.45	153.60	324.10	153.60	18816.05	17959.2	63,303.01	60,425.47
December, 2022	335.00	225.00	335.00	225.55	18887.6	17774.25	63,583.07	59,754.10
January, 2023	282.80	243.55	283.00	241.60	18251.95	17405.55	61,343.96	58,699.20
February, 2023	306.55	250.00	306.4	250.85	18134.75	17255.2	61,682.25	58,795.97
March, 2023	267.50	219.95	266.5	221.3	17799.95	16828.35	60,498.48	57,084.91

6.14 In case, the securities are suspended from trading, reason thereof

Not applicable, since the securities of the Company have not been suspended from trading.

6.15 Registrar and Share Transfer Agents (RTA)

Cameo Corporate Services Limited
Subramanian building No. 1, Club House Road,
Chennai- 600 002
Tel: 044-4002 0710
Fax: +91-11-41709881
Email: cameo@cameoindia.com;
investor@cameoindia.com

6.16 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 April 1, 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.

The Total number of equity shares transferred/ transmitted/ transposed in physical forms during the FY 2022-23:

Number of Request - Nil

Number of Shares - Nil

6.17 Distribution of Equity Shareholding as on March 31, 2023:

Range of Shareholding	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1- 100	20,290	69.91	6,97,431	3.15
101 - 500	6127	21.11	15,50,300	7.01
501 – 1000	1293	4.45	10,15,509	4.59
1001 – 2000	674	2.32	10,12,327	4.58
2001 – 3000	213	0.73	5,42,519	2.45
3001 - 4000	94	0.32	3,36,911	1.52
4001 – 5000	87	0.30	4,04,596	1.83
5001 - 10000	140	0.48	10,24,651	4.63
10001 and Above	106	0.37	1,55,22,780	70.22
Total	**29,024**	**100.00**	**2,21,07,024**	**100.00**

6.18 Category - wise of Equity Shareholding as on March 31, 2023:

S. No.	Category	No. of Shares	% Shareholding
A	Promoters Holding		
1	Indian Promoters	1,16,50,587	52.70
2	Foreign Promoters	-	-
	Sub Total (A)	**1,16,50,587**	**52.70**
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	15,123	0.07
	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)	**15,123**	**0.07**

S. No.	Category			No. of Shares	% Shareholding
2	Central Government/State Government(s)/ President of India			-	-
	Sub Total (B2)			**-**	**-**
3	Non-Institutional Investors				
	a)	Indian Public		87,86,159	39.74
	b)	NBFCs Registered with RBI		-	-
	c)	Employee Trusts		-	-
	d)	Overseas Depositories (holding DRs)		-	-
	e)	Any Other		-	-
		(i)	Bodies Corporates	11,37,930	5.15
		(ii)	Clearing Members	9,521	0.04
		(iii)	NRIs	1,88,506	0.85
		(iv)	Foreign Nationals	1,200	0.01
		(v)	HUF	3,17,779	1.44
		(vi)	IEPF	219	0.00
	Sub Total (B3)			**1,04,41,314**	**47.23**
	Total Public Shareholding (B = B1+B2+B3)			**1,04,56,437**	**47.3**
	Grand Total (A+B)			**2,21,07,024**	**100.00**

6.19 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 RTA. 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, 2023, 99.99% of the equity shares are 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 March 31, 2023	No. of Shares	Percentage
In Physical Form	1,260	0.001
In Dematerialized Form	2,21,05,764	99.999
Total	**2,21,07,024**	**100.00**

No. of shareholders whose shares as on March 31, 2023 are in Physical and Demat form:	No. of Shareholders	Percentage
In Physical Form	02	0.01
In Dematerialized Form	28,338	99.99
Total	**28,340**	**100.00**

Disclosure with respect to demat suspense account/unclaimed suspense account:

Not applicable.

6.20 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.

6.21 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 the FY 22-23, the Company had managed the foreign exchange risk and hedged to the extent considered necessary.

6.22 Plant Locations

Refrigerants Gases:
No.1/171, Old Mahabalipuram Road, Thiruporur,
Kancheepuram District-603110
Tamil Nadu

Solar Energy Division:
Balotra, Barmer District-344002
Rajasthan

6.23 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: 044-4002 0710
Fax: 044 - 2846 0129
Email: cameo@cameoindia.com/
investor@cameoindia.com

Secretarial Department and Investor Relations/ Nodal Officer

Ms. G Divya
Company Secretary
Ground Floor, Bascon Futura IT Park,
New No 10/2 Old No 56L,
Venkat Narayana Road,
T. Nagar, Chennai-600 017 Tamil Nadu
Tel: +91-044-4340 5900 / 950
Email: investor.relations@refex.co.in

6.24 SEBI Complaints Redress System (SCORES)

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 vide its Circular No, SEBI/HO/OIAE/IGRD/CIR/P/2018/58 dated March 26, 2018 have streamlined the process of filing investor grievances in the SCORES in order to ensure speedy and effective resolution of complaints filed therein. The said Circular can be accessed on the website of SEBI at: https://www.sebi.gov.in/legal/circulars/mar-2018/investor-grievance-redress-mechanism-new-policy-measures_38481.html.

6.25 List of all Credit Ratings obtained along with any revisions thereto

Acuité Ratings & Research Ltd. (SEBI Registered Credit Rating Agency) vide their e-mail communication dated January 19, 2022, had 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

7. Other Disclosures

7.1 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. 37 of the Financial Statements forming part of the Annual Report.

7.2 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	National Stock Exchange of India Limited (NSE) for not having minimum number of six directors as required under Regulation 17(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.	20-21	₹ 16,04,800 paid on January 17, 2022 to NSE
		Total		**₹ 16,04,800**

7.3 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.

7.4 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 link: https://www.refex.co.in/pdf/Policy-on-Determinig-Material-Subsidiary.pdf.

7.5 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.

7.6 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: http://www.refex.co.in/pdf/Policy-on-Related-Party-Transactions.pdf.

7.7 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 2022-23.

A Certificate to this effect issued by the Managing Director is enclosed and forms part of the Annual Report.

7.8 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 Securities and Exchange Board of India (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, there were no instances of breach/ violation of the Insider Trading Code by the Designated Persons. There has been due compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 during the year under review.

However, from the closure of the Financial Year till the date of this report, there has been an instance of violation related to Code of Conduct formulated under SEBI (Prohibition of Insider Trading) Regulations, 2015, by one of the designated persons and the necessary disclosures in this regard have been submitted with the Stock Exchanges.

7.9 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 2022-23 are given below:

S. No.	Name of Entity	Name of Auditors' Firm	Details of Services	Amount (₹)
1	Refex Industries Limited	M/s. M. Krishnakumar & Associates Chartered Accountants	Audit Service	200,000
2	Refex Industries Limited	M/s ABCD & Co Chartered Accountants	Audit Service	900,000
3	Refex Green Mobility Limited	M/s ABCD & Co Chartered Accountants	Audit Service	25,000

7.10 Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with relevant rules framed thereunder,

Mr. R Muthu Krishnan, 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 the FY 22-23.

A Secretarial Audit Report given by the Secretarial Auditor in Form No. MR-3 is annexed as Annexure–D 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 2022-23.

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. R Muthu Krishnan, 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, 2023 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 http://www.refex.co.in/pdf/ASCR.pdf.

7.11 Secretarial Certificates

(i) Pursuant to Regulation 40(9) of the Listing Regulations, certificate on yearly basis, has been issued by a Practicing Company Secretary 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) 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.

7.12 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.

7.13 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 2022 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 FY 22-23:

a) No. of complaints filed during the financial year: Nil

b) No. of complaints disposed-off during the financial year: Nil

c) No. of complaints pending as on the end of the financial year: Nil

Further, the Company also organises and conducts various training programmes, from time to time, for awareness on the provisions of POSH Act.

7.14 Financial Calendar 2023-24 (tentative and subject to change):

- Financial Reporting for the first quarter ending June 30, 2023: On August 3, 2023.
- Financial Reporting for the second quarter and half year ending September 30, 2023: On or before November 14, 2023.
- Financial Reporting for the third quarter ending December 31, 2023: On or before February 14, 2024.
- Audited Accounts for the year ending March 31, 2024: On or before May 30, 2024.
- Annual General Meeting for the year ending March 31, 2024: On or before September 30, 2024.

7.15 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.

7.16 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 http://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.

7.17 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.

7.18 Compliance Certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance

A certificate from the Statutory Auditors, being Practicing Chartered Accountant, regarding compliance of conditions of corporate governance is annexed with the Corporate Governance Report and forms an integral part of the Annual Report.

7.19 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.

The Company has sent letters to the members holding shares in physical form.

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.

7.20 Preferential Issue

Pursuant to the approval of the Board at its meeting held on August 05, 2022 and approval of the members of the Company at their Annual General Meeting (AGM) held on September 23, 2022, the Company, on October 07, 2022, has allotted 11,05,000 equity shares of face value of ₹ 10/- each, for cash consideration of ₹ 130/- per equity share, including a premium of ₹ 120/- per equity share (“Equity Shares”), aggregating to ₹ 14,36,50,000/- (Rupees Fourteen Crore Thirty-Six Lakh Fifty Thousand only) to SunEdison Energy India Private Limited (“SEIPL”) [CIN: U74999TN2010PTC074345] (Now named to- SHERISHA TECHNOLOGIES PRIVATE LIMITED) having its registered office at No. 1/171 Old Mahabalipuram Road, Thiruporur, Chennai – 603110 Tamil Nadu (erstwhile Sherisha Technologies Private Limited having merged with SEIPL w.e.f. September 08, 2022), 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 AGM dated August 30, 2022 and there has been no deviation or variation in the use of proceeds from the preferential issue. As a result of the above allotment the paid-up capital of the Company as at the end of the financial year increased to ₹ 22,10,70,240/-.

7.21 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, 2023, there are no loans or advances provided by the Company and its subsidiaries to firms/companies in which directors were interested except the Loan provided to Sherisha Technologies Private Limited wherein shareholders’ approval has been sought.

7.22 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: Mumbai
Date: August 03, 2023

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. http://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 2022-23.

Anil Jain
Managing Director
DIN: 00181960

Place: Mumbai
Date: August 03, 2023

AUDITORS' CERTIFICATE ON COMPLIANCE OF THE PROVISIONS OF THE CODE OF CORPORATE GOVERNANCE

To
The Members of
Refex Industries Limited,
Chennai - 17

We 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, 2023, 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, 2023.

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.

For ABCD & Co.,
Chartered Accountants,
FRN: 016415S

Vinay Kumar Bachhawat
Partner
M.No.214520
UDIN: 23214520BGWSZV6699

Place: Chennai
Date: 27-07-2023

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),
Ground Floor, Bascon Futura IT Park, New No. 10/2, Old No. 56L,
Venkat Narayana Road, T Nagar
Chennai – 600 017,
Tamil Nadu

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 **Ground Floor, Bascon Futura IT Park ,New No. 10/2, Old No. 56L, Venkat Narayana Road, T Nagar, Chennai 600 017** (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, 2023 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

Sl 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	Mr Krishnan Ramanathan – Independent Director	09854815	02/02/2023
5	Ms Susmitha Siripurapu – Non Executive cum Woman Director	09850991	02/02/2023
6	Mr Sivaramakrishnan Vasudevan – Independent Director	02345708	31/03/2023

** 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.

R Muthu Krishnan
Practicing Company Secretary
FCS No. 6775
CP No. 3033
Peer Review No. 2048/2022
UDIN F00677E000566345

Place: Chennai
Date: 07.07.2023

COMPLIANCE CERTIFICATE IN RESPECT OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[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
Ground Floor, Bascon Futura IT Park,
New No. 10/2, Old No. 56L,
Venkat Narayana Road, T Nagar
Chennai – 600017 Tamil Nadu

We hereby certify that:

A. We have reviewed the financial statements and the cash flow statement for the year ended on the March 31, 2023 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 March 31, 2023;

   (2) the changes in accounting policies during the year ended March 31, 2023, 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.

Uthayakumar Lalitha
Chief Financial Officer
Place: Chennai

Anil Jain
Managing Director
DIN:00181960
Place: Mumbai

Date: May 18, 2023

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 - Ground Floor, Bascon Futura IT Park, New No 10/2 Old No 56L, Venkat Narayana Road, T Nagar Chennai – 600 017

5. Corporate address - Ground Floor, Bascon Futura IT Park, New No 10/2 Old No 56L, Venkat Narayana Road, T Nagar Chennai – 600 017

6. E-mail - cscompliance@refex.co.in

7. Telephone – 044 – 4340 5900

8. Website - REFEX - Home

9. Financial year for which reporting is being done – 2022-23

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 – ₹ 22,10,70,240/-

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 Pattnaik, 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 standalone basis.

II. Products/services

14. 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.	78.96%
2	Power Trading	Transmission of electric energy	11.51%

15. 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	78.96%
2	Power Trading	35107	11.51%

III. Operations

16. 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

17. 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.

IV. Employees

18. Details as at of the end of the Financial Year: (FY 2022-23)

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)	90	73	81%	17	19%
2.	Other than Permanent (E)	57*	42	73%	15	27%
3.	Total employees (D + E)	147	115	78%	32	22%
WORKERS						
4.	Permanent (F)	8	8	100%	NIL	--
5.	Other than Permanent (G)	5**	5	100%	NIL	--
6.	**Total workers (F + G)**	13	13	100%	NIL	--

** 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:

S. No	Particulars	Total (A)	Male No. (B)	Male % (B/A)	Female No. (C)	Female % (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	NIL	NIL	NIL	NIL	NIL
2	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3	Total differently abled employees **(D + E)**	NIL	NIL	NIL	NIL	NIL
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	NIL	NIL	NIL	NIL	NIL
5	Other than permanent (G)	NIL	NIL	NIL	NIL	NIL
6	Total differently abled workers **(F + G)**	NIL	NIL	NIL	NIL	NIL

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	6*	1	16.6%
Key Management Personnel	3*	2	66.66%

** Note: Mr. Anil Jain has been counted under both Board of Directors and Key Management Personnel.*

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY22-23 (Turnover rate in current FY)			FY21-22 (Turnover rate in previous FY)			FY20-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	6%	13%	20%	10%	6%	16%	--	--	--
Permanent Workers	0%	0%	0%	0%	0%	0%	--	--	--

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (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*	Subsidiary	99.99%	Yes

**Note: Refex Green Mobility Limited (RGML) has become a wholly owned subsidiary of the Company, Refex Industries Limited as on 17th April, 2023 thereby, holding 100% shares of RGML.*

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: (Yes/No) – Yes

(ii) Turnover (in ₹) 44,395.88 In Lakhs*

(iii) Net worth (in ₹) 18, 396. 23 In Lakhs*

Amount pertains to FY 2021-22 as the criteria for determining CSR contribution is calculated based on the PY's Turnover, Net Worth and Net Profit.

VII. Transparency and Disclosures Compliances

23. 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)	FY2022-23 Current Financial Year			FY2021-22 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	Nil	Nil	-	2	Nil	-
Customers	Yes	Nil	Nil	-	Nil	Nil	-
Value Chain Partners	Yes	Nil	Nil	-	Nil	Nil	-
Other (please specify)	Yes	Nil	Nil	-	Nil	Nil	-

24. 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 possesses 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

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)
6	Human Capital Development & Engagement	O	To consolidate further to ensure growth	-	P
7	Global Warming & Climate Strategy	R/0	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	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	ESG Goals and Objectives 1. Climate Change: Refex Industries Limited (RIL) aspires to be Net Zero by 2040 for Scope 1 and Scope 2 Emission. 2. Water Stewardship: RIL operations to be water positive by 2035. 3. Ecosystem Restoration: Pledged to plant and nurture 10,00,000 native species by 2035. 4. Renewable Energy: Refrigerant business to be 100 % on renewable solar energy by 2025. 5. Waste Management: 100 % solid waste recycling/reuse from our operations by 2025. 6. Zero Harm: Achieving and maintaining zero harm for RIL Operations. 7. Mental Wellbeing: Promoting mental well-being among employees covering 100 % of the employees to go through the awareness program. 8. Diversity: Increase women's representation in our workforce to 15 % over the next 2 years. 9. Sustainable Supply Chain: 100 % ESG assessment on active Tier 1 value chain partners by FY2025. 10. Grievance Mechanism: Developing and implementing a robust grievance policy and mechanism for the business.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Goals and objectives are set during this financial period and performance will be evaluated in the next financial period.								

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 First 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, we are pleased to disclose our ESG performance voluntarily through this BRSR framework demonstrating corporate citizenship, business ethics & integrity, and with 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. Composition of Committee are given hereunder:

Composition of CSR Committee:

Sl. No.	Name of the Director	Designation	Category
1	Ramesh Dugar	Independent Director	Chairman
2	Dinesh Kumar Agarwal	Non-Executive Director	Member
3	Anil Jain	Executive 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 will be done quarterly in the coming financial year as goals and objectives are set recently.									Quarterly								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	A compliance report will be available for the next reporting cycle covering FY2024									-								

		P1	P2	P3	P4	P5	P6	P7	P8	P9
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.	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 planned for FY2024 as implementation is in progress.								

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	6	SEBI LODR requirement, Enterprise Risk Management, and ESG Compliance	100
Key Managerial Personnel	6	SEBI LODR requirement, Enterprise Risk Management, and ESG Compliance	100
Employees other than BOD and KMPs	114	Company Policies, POSH, Employee's well-being at the workplace, EHS etc.	100
Workers	4	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):

   Note: The Company had no monetary and non-monetary 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 FY23 on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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:

   Not applicable as the Company had zero cases.

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

6. Details of complaints with regard to conflict of interest:

   No complaints were received in relation to the conflict of interest of the Directors and KMPs.

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

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
8	Statutory Audits and Regulatory Requirements	100

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 a 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

1. 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.

	FY22-23 (Current Financial Year)	FY21-22 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	0	-	
Capex	11.64 %	-	Procurement of BS VI hauling vehicles that enhances coal ash disposal efficiency, emission control & pollution prevention, GHG reduction, and carbon emission reduction.

2. a. 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 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).

   b. If yes, what percentage of inputs were sourced sustainably?

   Data are not available for FY 2023. In the process to track and record the sourcing data for FY2024.

3. 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 where it is not possible to reclaim from the retail consumers. As these are metallic cans, they sold along with other cans to the recyclers. For industrial consumers, they have their own recycling process and it is easy to recycle being non-toxic.

4. 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

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format.

   No, we have not conducted LCA of any of our products or services.

2. 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 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.

	FY22-23 (Current Financial Year)			FY21-22 (Previous Financial Year)		
	Re-used	Re-cycled	Safely Disposed	Re-used	Recycled	Safely disposed
Plastics (including packaging)	-	97 Kg	-			
E-waste	-	180 Kg	-			
Hazardous Waste	-	131 Kg	223 Kg		Data not available	
Other Waste		8691 Kg	1400 Kg (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:

Category	Total (A)	% of employees 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 employees											
Male	73	73	100%	Covered in Health Insurance	100	NA	-	Leave Benefits	-	Nil	-
Female	17	17	100%	Covered in Health Insurance	100	Covered in Health Insurance	100%	Leave Benefits	-	NIL	-
Total	**90**	**90**	**100%**	**Covered in Health Insurance**	**100**						
Other than Permanent employees											
Male	42	42	100%	Covered in Health Insurance	100	NA	-	Leave Benefits	-	Nil	-
Female	17	17	100%	Covered in Health Insurance	100	Covered in Health Insurance	100%	Leave Benefits	-	NIL	-
Total	**57**	**57**	**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	8	8	100%	Covered in Health Insurance	100	NA	-	Leave Benefits			
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**8**	**8**	**100%**	**Covered in Health Insurance**	**100**						
Other than Permanent workers											
Male	5	5	100%	Covered in Health Insurance	100	NA	-	Leave Benefits	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**5**	**5**	**100**	**Covered in Health Insurance**	**100**						

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-23 Current Financial Year			FY 2021-22 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, 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	NA	NA	NA	NA
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 Other than 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 lodge complaint.
Permanent Employees Other than 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.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 22-23 (Current Financial Year)			FY 21-22 (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	**90**	**0**	**0**	Data not available		
- Male	73	0	0			
- Female	17	0	0			
Total Permanent Workers	**8**	**0**	**0**			
- Male	8	0	0			
- Female	0	0	0			

8. Details of training given to employees and workers:

Category	FY 22-23 Current Financial Year					FY 21-22 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	115	63	55	46	40	Data not available				
Female	32	28	88	16	50					
Total	**147**	**91**	**61**	**62**	**42**					
Workers										
Male	13	13	100	13	13	Data not available				
Female	0	NA	NA	NA	NA					
Total	**13**	**13**	**100**	**13**	**100**					

9. Details of performance and career development reviews of employees and workers:

Category	FY22-23 (Current Financial Year)			FY21-22 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	115	100	86%	115	66	57%
Female	32	23	71%	18	8	44%
Workers						
Male	13	9	69%	8	8	100%
Female	0	NA	NA	0	NA	NA

10. Health and safety management system:

Yes, Refex Industries Limited has Occupational Health and Safety Management System (OHSMS) conforming to ISO 45001:2018 which has been successfully implemented.

a. 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 procedure (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 processes which has been audited time to time by internal auditors and also, 3rd party external auditors.

b. 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.

c. Do the employees/ worker 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 facilitator through the insurance providers to address medical emergency and routine check-ups.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY22-23 (Current Financial Year)	FY21-22 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers		
Total recordable work-related injuries	Employees	1	0
	Workers	0	
No. of fatalities	Employees	0	0
	Workers		
High consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers		

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

We have our health and safety policy, where we are committed to providing a safe workplace to our employees and workers with our mission zero harm to property, people, and the planet. 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 is 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 22-23 (Current Financial Year)			FY 21-22 (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	No significant complaints 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.					
Health & Safety						

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	100 %.
Working Conditions	Refex 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 unit, 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. One such incident was the toppling/derailing of the dump trucks which was occurring repeatedly. After, 2 such incidents, we initiated a detailed inquiry, root cause assessment, and preventive actions. These include but are not limited to risk assessment for every backfilling work based on the prevailing environmental conditions, adopting suitable backfilling methods, training to plant operators on safe handling, and adequate lighting arrangements. After this initiative, we have significantly reduced the frequency and were able to bring this to zero.

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 death 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 honoured by both the 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 case of high consequence work- related injury / ill-health / fatalities in the current and previous reporting period.

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 provide 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 done any assessment of value chain partners on health and safety practices for the reporting period but planned for the financial year 2023-24.

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 applicable as we have not done any assessment of value chain partners.

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, product and services, the geographical area served, 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, supplier and value chain partners and community members are the important external stakeholders. In the 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 E&Y consulting firm. We followed the 5 steps process of stakeholder engagement suggested by BSR®.

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, corporate website.	As and when required	To understand their need and expectation which are material to us. Key topics are 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, show cases, 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 requirement, statutory compliance, support from authority and resolution of issues.

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
Employees	No	• Townhall address • Circular, messages from corporate and line management • Corporate social initiatives and volunteering	Different frequencies for different topics from daily, monthly and quarterly to need basis	Employee's growth and benefits, their expectation, volunteering, career growth, professional development and continuing education and skill training etc.
		• Welfare initiatives for employee and their families • Internal news bulletins		
Suppliers/ contractors	No	Meeting, mails and phone calls	As and when required	ESG awareness & due diligence, training, regulatory compliance, and EHS performance evaluation etc.
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 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. Quarterly performance updates and reviews were conducted by the respective committees on these topics and consolidated performance report and outcome is presented to the Board in their quarterly meet. Also, the Company has been conducting stakeholder engagement exercise time to time on ESG topics. This stakeholder engagement exercise outcome is presented to the board.

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, recently we conducted our first stakeholder engagement and materiality assessment exercise and the outcome of this exercise is taken forward to identify 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 expectation and to design and develop our CSR and sustainability projects and strategies.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

   No human rights training was provided for the reporting period of FY2022-23 and FY2021-22. This has been planned for FY2023-24. Details will be updated in the next reporting cycle.

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY22-23 (Current Financial Year)					FY21-22 (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	73	-	-	73	100%	70	-	-	70	100%
Female	17	-	-	17	100%	12	-	-	12	100%
Other than Permanent										
Male	42	-	-	42	100%	45	-	-	45	100%
Female	15	-	-	15	100%	6	-	-	6	100%
Workers										
Permanent										
Male	8	-	-	8	100%	8	-	-	8	100%
Female	0	-	-	0	0	0	-	-	0	0
Other than Permanent										
Male	5	-	-	5	100%	-	-	-	-	-
Female	0	-	-	0	0	0	-	-	0	0

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median Remuneration/ Salary/ wages of the respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD) (Whole-time Directors)	1	84,00,000	0	-
Key Managerial Personnel	0	-	2	21,34,119
Employees other than BoD and KMP	159	3,89,363	44	2,76,010
Workers	14	3,17,398	0	-

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 include human rights issues.

6. Number of Complaints on the following made by employees and workers:

	FY 22-23 Current Financial Year			FY 21-22 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		2	0	-
Discrimination at workplace	0	0		0	0	-
Child Labour	0	0		0	0	-
Forced Labour/ Involuntary Labour	0	0		0	0	-
Wages	0	0		0	0	-
Other human Rights related issues	0	0		0	0	-

7. 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 Mechanism where anyone including employees can lodge a complaint without fear of retaliation on wrong practices, unethical behaviour or noncompliance that may have a detrimental effect on the organization. Also, the employees Code of Conduct of the Company requires employees to behave responsibly in their action and conduct. Apart from that, the Company has a POSH Committees for the protection of women at workplace to ensure their rights, receive grievances, conduct investigation and to take actions.

8. 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.

9. 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	

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No significant risk /concerns 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 FY23 for human rights with respect to child/forced/involuntary labour practice and hence no business process modified/introduced.

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 FY2022-23 however, we are planning to do it in FY2023-24 and to report the same in the next reporting period.

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 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A)	547726 MJ	
Total fuel consumption (B) 986.5 Litre of diesel consumed @ 2.5 KWH	241242820.6 MJ	
Energy consumption through other sources (C)	None	
Total energy consumption (A+B+C)	241790546 MJ	Data not available
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	562533 MJ per Million INR	
Energy intensity (optional) – the relevant metric may be selected by the entity	--	

** On Annual Turnover of 1,62,914.96 Lakhs (FY2022-23)*

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 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	-
(ii) Groundwater	1802	-
(iii) Third party water	21312	-
(iv) Seawater / desalinated water	0	-
(v) Others (Bottled water)	74.4	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	23188.4	-
Total volume of water consumption (in kilolitres)	23188.4	-
Water intensity per rupee of turnover (Water consumed / turnover)	1.4 KL per Million INR*	-
Water intensity (optional) – the relevant metric may be selected by the entity	--	-

** On Annual Turnover of 1,62,914.96 Lakhs (FY2022-23)*

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. 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.

5. 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.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (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	1719	Data not available
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	124.8	
Total Scope 1 and Scope 2 emissions per rupee of turnover *	Metric tonnes of CO2 Equivalent Per ₹ Million	0.11 Per Million INR	

** On Annual Turnover of 1,62,914.96 Lakhs (FY2022-23)*

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.

7. 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 by 10 % YOY over the baseline of FY2022-23.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.097	Data not available
E-waste (B)	0.18	
Bio-medical waste (C)	0	
Construction and demolition waste (D)	0	
Battery waste (E)	0.01	
Radioactive waste (F)	0	
Other Hazardous waste. Please specify, if any. (G) (Used oil, rags and oil filter and discarded paints)	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)	8.691	
Total (A+B + C + D + E + F + G + H)	**9.332**	
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	9.109	
(ii) Re-used		
(iii) Other recovery operations		
Total	**9.109**	
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0.155	
(ii) Landfilling		
(iii) Other disposal operations		
Total		

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.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce 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.

10. 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.

11. 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 (FY2022-23) as not applicable to the entity based on applicable law.

12. 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 act, and rules thereunder (Y/N).

    Yes, the entity is fully compliant with applicable environmental laws/ regulations/ guidelines in India. The entity has zero non compliance for the reporting period.

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	0	Data not available
Total fuel consumption (B)	0	
Energy consumption through other sources (C)	0	
Total energy consumed from renewable sources (A+B+C)		
Non-Renewable		
Total electricity consumption (D)	547726 MJ	Data not available
Total fuel consumption (E)	241242820.6 MJ	
Energy consumption through other sources (F)		
Total energy consumed from non renewable sources (D+E+F)	241790546 MJ	

Yes, independent assessment/ evaluation/assurance has been carried out by TUV India Private Limited.

2. Provide the following details related to water discharged:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0	Data not available
- No treatment		
- With treatment – please specify level of Treatment		
(ii) To Groundwater		
- No treatment (Water was released to the ground as water is used for dust suppression)	17734.7	
- With treatment – please specify level of Treatment		
(iii) To Seawater	0	
- No treatment		
- With treatment – please specify level of Treatment		

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
(iv) Sent to third-parties		
- No treatment (Sent for treatment)	816.04	
- With treatment – please specify level of Treatment		
(v) Others	0	Data not available
- No treatment		
- With treatment – please specify level of Treatment		
Total water discharged (in kilolitres)	18550	

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.

3. 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.

4. Please provide details of total Scope 3 emissions & their intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	498.78*	
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO_2 Equivalent per Million INR	0.031	Data not available
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.

5. With respect to the ecologically sensitive areas reported at Question 10 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 10

6. 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:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	100% Solar Energy for Refex Refrigerant Plant	Hundred percent of the energy demand of Refex Refrigerant Plant will be met by rooftop solar by FY 2023-24.	Scope 2 Emission from the refrigerant plant will be zero.
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 Manufactures and Road Contractors.	Reduces pollution and GHG emissions, ecosystem restoration and material circularity through reduced demand for virgin minerals.
3	RGML is shown as new business vertical	A new business vertical has been Incorporated as a Subsidiary, to provide green mobility service through a fleet of EV cars to corporates for employees' commuting.	Reduction of Scope 3 Emissions and Pollution Control.

7. 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.

8. 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. Time to time internal environmental management system audit for ISO 14001:2015 and external audits are conducted to evaluate compliance which includes our value chain partners too.

9. 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 will be assessed in the coming financial years and it 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.	Economic Times India Leadership Council	National
2.	Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
3.	PHD Chamber of Commerce and Industry	National
4.	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 about 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 of lodging complaints/grievances is WhatsApp numbers and email addresses which are displaced at our sites, offices, and operational unit 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 need 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 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	0	0
Sourced directly from within the district and neighbouring districts	0	0

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 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 two CSR projects, one in the Greater Corporation of Chennai area and another one in Hyderabad, Telangana. To overcome the perennial mosquito menace in Chennai, we have donated a drone sprayer with a project cost of 13,12,500/- INR to the Public Health Vector Control Department of Greater Chennai Corporation to fight against malaria by spraying larvicide. The second project was a financial grant of 10,00,000/- INR to Aarohi Blood Centre, situated in Hyderabad primarily to cater to the needs of Thalassemia Child Patients in Government hospitals with Leukaemia and other ailments. Both the regions are not falling under the aspirational district however the beneficiary may be from the aspirational districts, especially in the state of Telangana.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?

   No, our supplies are in industrial in nature and suppliers comprising marginalized /vulnerable groups do not supply this.

   (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:

Sr. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Purchase of a Drone Sprayer from Tamil Nadu Unmanned Aerial Vehicle Corporation and Donation of the Drone Sprayer to Public Health Vector Control Department of Greater Chennai Corporation to fight the malaria menace.	Residents of Greater Chennai Corporation.	Not assessed
2	Financial Grant to Aarohi Blood Centre, Hyderabad to cater to the needs of Thalassemia Child Patients in the Government Hospitals with Leukaemia.	The beneficiaries of Aarohi Blood centre catered for the FY 2022-23	Not assessed

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.

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 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
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 TradePractices	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 2022-23.

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.

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.

5. 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

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, 2023 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 significant 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 2023, 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	**Allowance for Expected credit loss on trade receivables.** 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:	In view of the significance of the matter, we applied the following audit procedures among others, to obtain sufficient and appropriate audit evidence • 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 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:

S. No.	Key Audit Matters	Auditor's Response
	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. In view of the above, we have considered measurement of ECL on trade receivables (including retention monies) as a key audit matter	• 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 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.
2	**Timing of revenue recognition and adjustments for coal quality variances involving critical estimates** Revenue from the sale of goods is recognised when control is transferred to the customers and when there are no other unfulfilled obligations. This requires detailed analysis of each sale agreement/ contract /customer purchase order regarding timing of revenue recognition. Inappropriate assessment could lead to a risk of revenue being recognized on sale of goods before the control in the goods is transferred to the customer. Subsequent adjustments are made to the transaction price due to grade mismatch (GCV) / slippage of the transferred goods (coal). The variation in the contract price if not settled mutually between the parties to the contract is referred to third party testing and the Company estimates the adjustments required for revenue recognition pending settlement of such dispute. Such adjustments in revenue are made on estimated basis following historical trend. Inappropriate estimation could lead to a risk of revenue being overvalued or undervalued. Accordingly, timing of recognition of revenue and adjustments for coal quality variances involving critical estimates is a key audit matter	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: • Assessing the Company's accounting policies for revenue recognition by comparing with the applicable accounting standards i.e Ind AS 115; • Assessing the appropriateness of the estimated adjustments in the process; • Testing the design, implementation, and operating effectiveness of key internal controls over timing of recognition of revenue from sale of goods and subsequent adjustments made to the transaction price; • Performing testing on selected statistical samples of customer contracts. Checked terms and condition related to acceptance of goods, acknowledged delivery receipts and tested the transit time to deliver the goods and its revenue recognition. Our tests of details focused on cut-off samples to verify only revenue pertaining to current year is recognized based on terms and conditions set out in sale agreements/ contracts and delivery documents. We also performed tests to establish the basis of estimation of the consideration and whether such estimates are commensurate with the accounting policy of the Company

S. No.	Key Audit Matters	Auditor's Response
3	**Assessment of Contingent liabilities in respect of certain litigations relating to direct taxes, various claims led by other parties not acknowledged as debt.** 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, Company's judgement thereon, past experience and advices from legal and independent tax consultants wherever necessary. We identified the above area as Key Audit Matters in view of associated uncertainty relating to the outcome of these matters.	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: • 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.

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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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: 31

(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,

- 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

- 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.

- 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.) The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

vi.) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For ABCD & Co,
Chartered Accountants
Firm No: 016415S

Vinay Kumar Bachhawat
Partner
Membership No: 214520
UDIN: 23214520BGWTAF9471

Place: Chennai
Date: 28/6/2023

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, 2023, 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, safeguarding of its assets, prevention and detection of frauds and errors, 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, 2023, 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 ABCD & Co,
Chartered Accountants
Firm No: 016415S

Vinay Kumar Bachhawat
Partner
Membership No: 214520
UDIN: 23214520BGWTAF9471

Place: Chennai
Date: 28/6/2023

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) (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.

   (B) 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, 2023 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 quarterly returns or 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 (₹ In lakhs)

	Guarantees	Loans
- Subsidiaries	750.00	-
- Holding company	-	-
- Associates	-	-
- Fellow subsidiaries	-	-
- Others	-	-

Balance outstanding as at balance sheet date in respect of above cases (₹ In lakhs)

	Guarantees	Loans
- Subsidiaries	750.00	-
- Holding company	-	-
- Associates	-	4,659.69
- Fellow subsidiaries	-	-
- Others	7,748.00	620.00

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.

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:

(₹ In lakhs)

Name of the entity	Amount	Due date	Date of Payment	Extent of delay	Remarks, if any
Sherisha Technologies Private Limited	559.16	31-03-2023	-	89 days	Interest Payment Due
Reveuse Fashions & Lifestyle Private Limited	74.40	31-03-2023	-	89 days	Interest Payment Due

d) In our opinion and according to information and explanation given to us, there are no amount overdue for more than ninety days

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 overdues 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	-
Reveuse Fashions & Lifestyle Private Limited	-	620.00	-

f) In our opinion and according to information and explanation given to us, the company has granted the loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment aggregating to ₹ 5,279.69 Lakhs (No loans and advances in the nature of loans has been granted during the year. The aggregate of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is ₹ 4,659.69 Lakhs.

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, 2023 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 (₹ in Lakhs)
Income Tax Act, 1961	Income Tax dues	Commissioner (Appeals)	AY 2014-15	751.16
			AY 2020-21	4,086.66
			AY 2021-22	1,154.35

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.

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.

c) The company has taken term loans during the year and were applied for the purpose for which the loans were obtained.

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.

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.

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 subsidiaries, company (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.

b) In our opinion and according to the information and explanations given to us, the company has made preferential allotment or 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.

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.

c) During the year, there are 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 is 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.

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) (a), (b)and (c) the Order are not applicable to the Company.

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.

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 ABCD & Co,
Chartered Accountants
Firm No: 016415S

Vinay Kumar Bachhawat
Partner
Membership No: 214520
UDIN: 23214520BGWTAF9471

Place: Chennai
Date: 28/6/2023

Standalone Balance Sheet
as at March 31, 2023

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	8,614.19	1,989.93
(b) Right of use assets	2	6,057.31	6,507.75
(c) Intangible	1	4.65	5.18
(d) Capital Work in Progress	3	324.78	39.48
(e) Non-current financial assets			
(i) Investments	4	7,385.27	7,400.00
(ii) Other non current financial assets	5	-	700.00
(f) Deferred Tax Assets	6	192.28	100.03
(g) Other Non current assets	7	35.77	3.64
Current assets			
(a) Inventories	8	1,081.40	746.47
(b) Financial Assets			
(i) Trade receivables	9	24,516.51	11,642.54
(ii) Cash and cash equivalents	10	1,017.63	28.85
(iii) Other current financial assets	11	8,401.09	8,130.51
(c) Contract Asset	12	3,607.67	-
(d) Current Tax Assets (Net)	13	-	-
(e) Other current assets	14	13,966.57	799.08
Total Assets		**75,205.12**	**38,093.46**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	2,210.70	2,100.20
(b) Other Equity	16	29,228.95	16,296.03
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Long term Borrowings	17	4,045.78	102.60
(ii) Lease Liability	2	6,497.64	6,759.56
(b) Long Term provisions	18	47.25	80.97
Current liabilities			
(a) Financial Liabilities			
(i) Short term Borrowings	17	4,112.24	1,405.05
(ii) Lease Liability	2	261.58	242.84
(iii) Trade payables	19		
Total outstanding dues of micro enterprise and small enterprises		389.00	296.21
Total outstanding dues other than micro enterprise and small enterprises		18,869.56	7,429.18
(iv) Other financial liabilities	20	409.68	226.58
(b) Other current liabilities	21	9,132.74	3,154.23
Total Equity and Liabilities		**75,205.12**	**38,093.46**
Significant accounting policies	A-B		
See accompanying notes to financial statements	30-44		

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

Anil Jain
Managing Director
DIN : 00181960

Dinesh Kumar Agarwal
Director
DIN : 07544757

Ramesh Dugar
Director
DIN : 01686047

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No. : A37320

Statement of Standalone Profit or Loss

for the period ended March 31, 2023

(₹ in lakhs)

	Particulars	Note No.	For Year Ended March 31, 2023	For Year Ended March 31, 2022
Income				
I	Revenue from operations	22	162,914.96	44,395.88
II	Other income	23	828.78	502.60
III	**Total Income (I+II)**		**163,743.74**	**44,898.48**
IV	**Expenses**			
	Cost of material consumed	24	20,131.53	17,477.18
	Changes in inventories of finished goods and stock-in-trade		(281.47)	(197.82)
	Purchase of stock in trade	25	122,397.25	18,268.35
	Employee benefits expenses	26	1,403.97	1,315.67
	Finance costs	27	1,941.03	1,263.06
	Depreciation and Amortisation	28	689.04	564.75
	Other Expenses	29	1,798.77	1,446.96
	Total expenses (IV)		**148,080.12**	**40,138.15**
V	**Profit/(loss) before exceptional items and tax**		**15,663.62**	**4,760.33**
VI	Exceptional items	39	(24.73)	1,337.61
VII	**Profit/(loss) before tax**		**15,638.89**	**6,097.94**
VIII	**Tax expense**			
	- Current Tax		4,126.60	1,394.49
	- Deferred Tax		(92.24)	164.46
	- Taxes relating to earlier years		(1.82)	-
IX	**Profit/(loss) for the period**		**11,606.35**	**4,538.99**
X	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	Remeasurements of defined benefit plan gain/(loss)	34	(24.39)	5.23
			(24.39)	**5.23**
XI	**Total Comprehensive Income for the period (Comprising profit and other comprehensive income for the period)**		**11,581.96**	**4,544.22**
XII	**Earnings per equity share**	40		
	(1) Basic		53.90	21.61
	(2) Diluted		53.84	21.61
Significant accounting policies		A-B		
See accompanying notes to financial statements		30-44		

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

Anil Jain
Managing Director
DIN : 00181960

Dinesh Kumar Agarwal
Director
DIN : 07544757

Ramesh Dugar
Director
DIN : 01686047

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No. : A37320

Standalone Statement of Cash Flow
for the period ended March 31, 2023

(₹ in lakhs)

Particulars	For Year Ended March 31, 2023	For Year Ended March 31, 2022
Cash flows from operating activities		
Net Profit before Taxes as per statement of profit & loss (After exceptional items)	**15,638.89**	**6,097.94**
Adjustments for :		
Depreciation and Amortisation expense	689.04	564.75
Finance Costs	1,941.03	960.71
Employee Stock Option Expenses	24.95	-
Loss on Disposal of Subsidiary	-	5.00
Provision for diminution in value of investments	24.73	-
Bad Debts written off	87.78	0.92
Provision for doubtful debts	347.78	168.27
Gratuity Expense	30.83	-
Compensated absence Expense	12.03	-
Interest income	(677.67)	(449.80)
Interest on income tax refund	(84.20)	-
Profit on sale of fixed assets	(8.60)	(19.51)
Taxes relating to earlier years	1.82	-
Operating cash flow before working capital changes	**18,028.41**	**7,328.28**
Changes in working capital		
Decrease/(Increase) in Inventories	(334.95)	(197.82)
Decrease/(Increase) in Trade Receivables	(13,309.53)	(2,515.94)
Decrease/(Increase) in Other current Financial Assets	1,024.20	(2,704.30)
Decrease/(Increase) in Contract Asset	(3,607.67)	-
Decrease/(Increase) in Other current Assets	(13,420.92)	(316.82)
Decrease/(Increase) in Other non-current financial assets	700.00	-
Decrease/(Increase) in Other non-current assets	(32.13)	(5.82)
(Decrease)/Increase in Trade Payables	11,533.16	(2,312.96)
(Decrease)/Increase in Other financial liabilities	183.09	5.57
(Decrease)/Increase in other current liabilities	3,778.54	200.20
(Decrease)/Increase in Long term Provisions	(100.97)	(862.34)
Income taxes paid / received	(1,650.51)	-
Cash generated from operating activities [A]	**2,790.73**	**(1,381.97)**

Standalone Statement of Cash Flow

for the period ended March 31, 2023

(₹ in lakhs)

Particulars	For Year Ended March 31, 2023	For Year Ended March 31, 2022
Cash flows from investing activities		
Purchase of fixed assets	(7,198.94)	(641.27)
Proceeds from sale of fixed assets	59.94	60.38
Investment in fixed deposits	(627.52)	(383.18)
Purchase of Investments	(10.00)	-
Interest received	10.42	449.80
Cash used in investing activities [B]	**(7,766.10)**	**(514.28)**
Cash flows from financing activities		
Cash proceeds from the issue of shares	1,436.49	-
Proceeds from long term and short term borrowings	6,650.37	1,496.69
Dividend paid (including dividend distribution tax)	-	(105.01)
Interest paid	(1,050.59)	(104.80)
Payment of lease rentals	(1,072.12)	(1,086.25)
Cash generated from financing activities [C]	**5,964.15**	**200.64**
Increase in cash and cash equivalents (A+B+C)	**988.78**	**(1,695.61)**
Cash and cash equivalents at the beginning of the year	**28.85**	**1,724.45**
Cash and cash equivalents at the end of the year	**1,017.63**	**28.85**
Components of cash and cash equivalents		
Cash on hand	0.41	0.36
Balances with banks	1,017.22	28.48
Total cash and cash equivalents	**1,017.63**	**28.85**

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

Anil Jain
Managing Director
DIN : 00181960

Dinesh Kumar Agarwal
Director
DIN : 07544757

Ramesh Dugar
Director
DIN : 01686047

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No. : A37320

Standalone Statement of Changes in Equity
for the period ended March 31, 2023

A) EQUITY SHARE CAPITAL

(₹ in lakhs)

Particulars	Balance as at 1st April, 2021	Change during the FY 21-22	Balance as at 31st March, 2022	Balance as at 1st April, 2022	Change during the FY 22-23	Balance as at 31st March, 2023
Equity Share Capital	2,100.20	-	2,100.20	2,100.20	110.50	2,210.70

B) OTHER EQUITY

For the year ended March 31, 2023 (₹ in lakhs)

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**
Movement to Reserves	-	1,326.00	-	11,606.36	24.95	-	12,957.31
Dividend A/c	-	-	-	-	-	-	-
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**

For the year ended March 31, 2022 (₹ in lakhs)

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 01,2021	**422.10**	**4,258.52**	**-**	**7,181.36**	**-**	**(5.16)**	**11,856.82**
Movement to Reserves	-	-	-	4,538.99	-	-	4,538.99
Dividend paid during the year	-	-	-	(105.01)	-	-	(105.01)
Other Comprehensive Income for the year	-	-	-	-	-	5.23	5.23
Balance as at March 31, 2022	**422.10**	**4,258.52**	**-**	**11,615.34**	**-**	**0.07**	**16,296.03**

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

Anil Jain
Managing Director
DIN : 00181960

Dinesh Kumar Agarwal
Director
DIN : 07544757

Ramesh Dugar
Director
DIN : 01686047

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No. : A37320

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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 is it 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 has 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 provides 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 sources quality coal from domestic and international players and offers at competent prices to the power plants.

With a boost in infrastructure in India, Refex foresees a tremendous growth in all the business segments.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation of financial statements

(a) Statement of Compliance

The financial statements have been prepared in accordance with Ind AS 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

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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.

(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.

B.2 Summary of Significant 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, the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed and there are objective evidence that all criteria for acceptance have been satisfied.

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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 at 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.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increase or decrease 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 at historical cost. All other items of property plant and equipment are stated at historical cost of acquisition less accumulated depreciation, 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

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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 as specified by Schedule II of 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 or profit and loss.

(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

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allocated on a systematic basis on the cost of related assets

(v) Depreciation and amortization

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.

(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 and the expected cost of bonus / ex-gratia are recognised in the period in which the employee renders the related service.

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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.

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.

Standalone Notes forming part of Financial Statements

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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.

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.

(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)

(ii) Those measured at fair value through profit or loss (in case of investments in mutual funds)

(iii) Those measured at amortised cost

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, the 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

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.

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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, 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, 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.

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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 35.

(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 at the balance sheet date and reported revenue and expenses for the year and disclosure of contingent liabilities as on 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 on 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

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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:

i. Estimation of current tax expense and payable.

ii. Estimation of defined benefit obligation – Note 34 in notes to accounts

iii. Estimation of useful life of Property, Plant and Equipment and Intangibles.

(v) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") has notified the following new amendments to Ind AS which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2023.

Amendment to Ind AS 1 "Presentation of Financial Instruments"

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information is material if, together with other information can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Amendment to Ind AS 12 "Income Taxes"

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Amendment to Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities use measurement techniques and inputs to develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 1 - PROPERTY PLANT AND EQUIPMENT

(₹ in lakhs)

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 2021 (At Cost)	**900.52**	**260.04**	**220.81**	**234.85**	**103.46**	**11.60**	**14.37**	**115.41**	**1,861.05**	**-**
Additions during the year	-	-	55.34	386.62	2.83	2.38	22.34	126.72	596.24	5.56
Deletions during the year	-	-	6.87	49.09	-	-	-	-	55.96	-
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**
Depreciation and amortization									-	
As at 31 March 2021	**-**	**47.92**	**91.15**	**68.03**	**61.20**	**9.75**	**9.66**	**43.56**	**331.26**	**-**
Charge for the year	-	10.34	14.66	37.13	13.18	0.63	2.48	16.79	95.22	0.37
Deletions during the year	-	-	1.04	14.05	-	-	-	-	15.09	-
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**
Net Book Value										
As at 31 March 2023	**3,403.27**	**3,513.22**	**251.17**	**1,241.47**	**3.29**	**3.17**	**43.57**	**155.03**	**8,614.19**	**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**
As at 31 March 2021	**900.52**	**212.12**	**129.66**	**166.82**	**42.27**	**1.84**	**4.70**	**71.85**	**1,529.78**	**-**

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, 2023

NOTE 2 - RIGHT OF USE (ROU) ASSET

(₹ in lakhs)

Description	Solar Plant with Land	Building/ Renting of Space	Plant & Machinery	Total
Balance as at April 1, 2022	**603.44**	**1.75**	**5,902.55**	**6,507.75**
Additions during the year	-	-	-	-
Deletions during the year	-	-	-	-
Depreciation	41.62	1.75	407.07	450.44
Balance as at 31 March 2023	**561.82**	**0.00**	**5,495.48**	**6,057.31**

The movement in lease liabilities during the period year ended March 31, 2023 is as follows :

(₹ in lakhs)

Description	Solar Plant with Land	Building/ Renting of Space	Plant & Machinery	Total
Balance as at April 1, 2022	**669.34**	**2.25**	**6,330.81**	**7,002.40**
Additions during the year	-	-	-	-
Finance Cost accrued during the year	69.25	0.00	759.70	828.95
Deletions during the year	-	-	-	-
Repayment of Lease Liability	92.29	2.25	977.58	1,072.12
Balance as at 31 March 2023	**646.30**	**-**	**6,112.93**	**6,759.23**

The details of the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis are as follows:-

Particulars	31 March 2023
Not Later than one year	1,061.74
Later than one year and not later than Five Years	5,188.58
Later Than Five Years	7,424.35
Total	**13,674.67**

NOTE 3 - CAPITAL WORK IN PROGRESS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Work in Progress	324.78	39.48
Total Capital Work in Progress	**324.78**	**39.48**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

3(a) Ageing as at 31st March, 2023

(₹ In lakhs)

Particulars	Amount in CWIP for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Vehicles*	324.78	-	-	-	324.78
Total					**324.78**

** Capital work-in-progress is towards acquisition of vehicle chassis purchased. The body of the vehicle required for the vehicle to be put to use was not completed as on 31st March, 2023.*

Ageing as at 31st March, 2022

(₹ In lakhs)

Particulars	Amount in CWIP for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Construction of ISO Tanker	39.48	-	-	-	39.48
Total					**39.48**

NOTE 4 - NON CURRENT INVESTMENTS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Investments measured at cost		
In equity shares of subsidiary companies (Unquoted, fully paid up)		
Refex Green Mobility*		
99,994 Equity Shares of ₹ 10/- each	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	(24.73)	-
Total Aggregate Book Value of unquoted Investments	**7,385.27**	**7,400.00**

** Investment in subsidiary company has been made in March, 2023*

NOTE 5 - OTHER NON CURRENT FINANCIAL ASSETS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured		
- Security deposit given to Related Party	-	700.00
Total	**-**	**700.00**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 6 - DEFERRED TAX ASSET(S)/ (LIABILITIES)

Tax recognised in Statement of profit and loss

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current income tax		
Current year	4,126.60	1,394.49
Less: MAT Entitlement Credit	-	-
Sub Total (A)	**4,126.60**	**1,394.49**
Deferred tax expense		
Origination and reversal of temporary differences	(92.24)	164.47
Sub Total (B)	**(92.24)**	**164.47**
Total (A+B)	**4,034.36**	**1,558.95**

Reconciliation of effective tax rates

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Profit before tax	15,638.89	6,097.94
Enacted tax Rate (under Normal Provisions)*	25.17%	25.17%
Computed Expected Tax Expenses - Normal Provision	**3,936.00**	**1,534.73**
Effect of expenses that are not deductible in determining Taxable Profit	190.60	(140.24)
Current Tax Provision (A)	**4,126.60**	**1,394.49**
Incremental Deferred Tax Liability / (Asset) on account of property, plant and equipment and intangible assets	12.45	11.73
Incremental Deferred Tax Liability / (Asset) on account of other items	79.79	(176.19)
Deferred Tax Provision (B)	**92.24**	**(164.47)**
Tax expenses recognised in the statement of Profit & Loss	**4,034.36**	**1,558.95**

**The Company has opted for Section115BAA.*

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Property Plant and Equipment	(24.81)	(37.25)
Leave Encashment Provision	9.04	9.34
Gratuity Provision	3.08	11.33
Provision for Bad and Doubtful debts under ECL	204.15	116.61
Interest on MSME	0.82	-
Net Deferred Tax Assets/ (Liabilities)	**192.28**	**100.03**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Movement in deferred tax balances during the period ended March 31, 2023

(₹ in lakhs)

Description	Balance As at March 31, 2022	Recognised in profit & loss	Recognised in OCI	Balance As at March 31, 2023
Property, Plant & Equipment	(37.25)	12.45	-	(24.81)
Leave Encashment	9.34	(0.31)	-	9.04
Gratuity Provision	11.33	(8.25)	-	3.08
ECL Provision	116.61	87.54	-	204.15
Interest on MSME	-	0.82	-	0.82
Total	**100.03**	**92.24**	**-**	**192.28**

NOTE 7 - OTHER NON CURRENT ASSETS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Advance#	25.77	3.64
Security deposit to Vendors	10.00	-
Total	**35.77**	**3.64**

 # Capital advance is paid towards contruction of body of the vehicles lying under capital work-in-progress.

NOTE 8 - INVENTORIES

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Raw Materials and Spares		
Stock of Refrigerant Gases	1,027.94	746.47
Goods - in - Transit	53.46	0.00
Total	**1,081.40**	**746.47**

NOTE 9 - TRADE RECEIVABLES

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables		
Unsecured - Considered good	25,327.60	12,105.85
Less:		
Impairment for Trade receivable under Expected Credit Loss model	(811.09)	(463.30)
Total	**24,516.51**	**11,642.54**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Trade receivables ageing schedule for the year ended as on March 31, 2023

(₹ In lakhs)

Particulars		Outstanding for following periods from due date of payment					
		Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	Total
(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							**25,327.60**
Less: Allowance for Credit Loss							(811.09)
Total Trade Receivables							**24,516.51**

ECL Provision increased due to increase in the receivable of the power trading segment during the closure of the financial year which has been subsequently realised.

Trade receivables ageing schedule for the year ended as on March 31, 2022

(₹ In lakhs)

Particulars		Outstanding for following periods from due date of payment					
		Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	Total
(i)	Undisputed Trade receivables – considered good	11,566.79	469.88	5.92	9.24	16.52	12,068.35
(ii)	Undisputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables - considered good	-	5.97	18.68	12.43	0.40	37.49
(v)	Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Total							**12,105.85**
Less: Allowance for Credit Loss							(463.30)
Total Trade Receivables							**11,642.54**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 10 - CASH AND CASH EQUIVALENTS

(₹ In lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
i)	Balances with banks		
	* Current Accounts	1,011.67	22.91
	* Dividend Account	5.55	5.57
	* Deposit Accounts	-	-
ii)	Cash on hand	0.41	0.36
Total		**1,017.63**	**28.85**

NOTE 11 - OTHER CURRENT FINANCIAL ASSETS

(₹ In lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
i)	**Unsecured, considered good;**		
	- Loans and advances to Employees	15.51	5.94
	- Inter Corporate Deposit	620.00	620.00
	- Interest receivable from Related Parties / Fixed Deposits	667.25	-
	- Loans and advances to Related Parties measured at amortized cost	4,659.69	4,659.69
	- Short Term deposits	2,438.64	2,844.88
Total		**8,401.09**	**8,130.51**

NOTE 12 - CONTRACT ASSET

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unbilled debtors	3,607.67	-
Total	**3,607.67**	**-**

Unbilled debtors includes the unbilled revenue generated from the power trading segment.

NOTE 13 - CURRENT TAX ASSET

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Withholding Taxes	1,701.65	606.36
Less: Adjusted against current tax liability	(1,701.65)	(606.36)
Total	**-**	**-**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 14 - OTHER CURRENT ASSETS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured considered good		
Prepaid Expenses	117.23	79.68
Advance to Suppliers	13,225.71	411.64
Other Current assets	4.11	-
Balances with Government Authorities	619.52	307.76
Total	**13,966.57**	**799.08**

NOTE 15 - EQUITY SHARE CAPITAL

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised Share Capital		
(i) Equity Shares (3,50,00,000 Nos of ₹ 10 each)	3,500	3,500
(ii) Preference Shares (5,00,000 Nos of ₹ 100 each)	500	500
Total	**4,000**	**4,000**
Issued		
(i) Equity Shares (2,21,07,024 Nos of ₹ 10 each)	2,210.70	2,100.20
Subscribed and Paid Up		
(i) Equity Shares (2,21,07,024 Nos of ₹ 10 each)	2,210.70	2,100.20
Total	**2,210.70**	**2,100.20**

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- 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	No.of Shares held	% of Total Shares	% Change during the year
Anil Jain T	1,50,000	0.68%	-
Tarachand Jain	3,42,279	1.55%	-
Promoter Group			
Sherisha Technologies Private Limited	1,04,91,881	47.46%	2.76%
Ugamdevi Jain	5,68,713	2.57%	-
Dimple Jain	97,714	0.44%	-

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Details of Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos	% of Holding	Nos	% of Holding
Sherisha Technologies Private Limited	1,04,91,881	47.46%	93,86,881	44.70%
Total	**1,04,91,881**	**47.46%**	**93,86,881**	**44.70%**

NOTE 16 OTHER EQUITY

(₹ 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
Movement to Reserves	-	1,326.00	-	11,606.36	24.95	-	12,957.31
Dividend A/c	-	-	-	-	-	-	-
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**

(₹ In lakhs)

Particulars	For the year ended March 31, 2022						
	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 01,2021	422.10	4,258.52	-	7,181.36	-	(5.16)	11,856.82
Movement to Reserves	-	-	-	4,538.99	-	-	4,538.99
Dividend paid during the year	-	-	-	(105.01)	-	-	(105.01)
Other Comprehensive Income for the year	-	-	-	-	-	5.23	5.23
Balance as at March 31, 2022	**422.10**	**4,258.52**	**-**	**11,615.34**	**-**	**0.07**	**16,296.03**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 17 - BORROWINGS - SHORT TERM/ LONG TERM

(₹ In lakhs)

Borrowings	Short Term		Long Term	
Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2023**	**As at March 31, 2022**
(i) Secured				
a) Vehicle Loan (Note (i))	946.24	225.61	49.78	102.60
b) Term Loan (Note (ii))	666.00	-	3,996.00	-
c) Workings Capital Loan				
- Banks (Note (iii))	2,500.00	1,179.44	-	-
Total	**4,112.24**	**1,405.05**	**4,045.78**	**102.60**

(i) During the year, the company has acquired various commercial vehicles through financing from HDFC, Kotak & Mahindra Finance to the tune of ₹ 1,478.76 lakhs ranging with a tenure period from 12 months to 36 months.

(ii) The company has acquired term loan for the acquisition of Orchid Towers through financing from HDFC to the tune of ₹ 4,662 lakhs repayable in a period of 7 years.

(iii) The company has also taken a working capital demand loan from HDFC Bank repayable in 90 days for an amount of ₹ 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.

17(a) : Maturity Profile of the secured loans :-

(₹ In lakhs)

Particulars	Non - current				Current
	1 - 3 years	**3-5 years**	**> 5 years**	**Total**	**< 1 year**
Vehicle Loans	49.78	-	-	49.78	946.24
Term Loans	1,332.00	1,332.00	1,332.00	3,996.00	666.00
Total	**1,381.78**	**1,332.00**	**1,332.00**	**4,045.78**	**1,612.24**

NOTE 18 - LONG TERM PROVISIONS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
- Gratuity	12.22	44.69
- Leave Encashment	35.03	36.28
Total	**47.25**	**80.97**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 19 - TRADE PAYABLES

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables		
- Dues to Micro and Small Enterprises	389.00	296.21
- Others Trade Payables	14,233.60	4,929.18
Acceptances	4,635.95	2,500.00
Total	**19,258.55**	**7,725.39**

19(a) Trade Payables ageing schedule as at 31st March, 2023

(₹ 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	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		**14,613.91**	**5.89**	**-**	**2.80**	**14,622.60**

Trade Payables ageing schedule as at 31st March, 2022

(₹ 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	296.21	-	-	-	296.21
(ii)	Others	4,770.11	1.17	21.21	7.85	4,800.35
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues – Others	-	-	-	128.84	128.84
Total Trade Payables		**5,066.32**	**1.17**	**21.21**	**136.69**	**5,225.39**

19(b) Disclosure for information in respect of Micro, Small and Medium Enterprises as at 31st March, 2023.

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Amount remaining unpaid to any supplier:		
a) Principal Amount	389.00	296.21
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;	-	-

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
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	3.24	0.46
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.	3.24	0.46

NOTE 20 - OTHER FINANCIAL LIABILITIES

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unclaimed Dividend	5.55	5.57
Interest accrued	61.50	-
Others	342.63	221.01
Total	**409.68**	**226.58**

NOTE 21 - OTHER CURRENT LIABILITIES

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Liabilities	543.71	1,672.41
Advance from customers	1,273.59	16.59
Other current liabilities	3.54	0.71
Director Remuneration Payable	4.47	-
Provision for Taxation (Net)	2,424.95	788.13
Payable to Employees	1.83	18.64
Provision for Employee Benefit	71.06	85.06
Provision for Interest expenses	155.69	40.89
Provision for Expenses	4,642.96	516.36
Cylinder Deposit	10.94	15.44
Total	**9,132.74**	**3,154.23**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 22 - REVENUE FROM OPERATIONS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Revenue from Refrigerant Gases	6,441.47	3,772.16
Revenue from Ash and Coal Handling	128,641.08	32,062.93
Revenue from Solar Segment	1,153.50	1,166.74
Revenue from Service Segment	6,799.22	7,394.05
Revenue from Power Trading	18,755.22	-
Revenue from Others	1,124.47	-
Total	**162,914.96**	**44,395.88**

NOTE 23 - OTHER INCOME

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest from Inter-Company Deposits	633.56	419.37
Interest from Fixed Deposits	44.11	8.95
Foreign Exchange Fluctuation - Gain	50.13	21.96
Miscellaneous income	3.80	0.19
Write Back	1.29	0.02
Bad Debts Recovered	-	7.82
Rental income	3.09	3.30
Profit/Loss on Sale of Fixed Assets	8.60	19.51
Interest on Income Tax refund	84.20	21.48
Total	**828.78**	**502.60**

NOTE 24 - COST OF MATERIALS CONSUMED

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance		
Opening Raw Materials and Components	746.47	548.64
Add:		
Cost of materials Consumed	16,715.61	14,766.93
Freight Inward	3,394.57	2,689.38
Consumption of Stores and Spares	21.35	20.86
Less:		
Closing Raw Materials and Components	(1,027.94)	(746.47)
Total	**19,850.06**	**17,279.36**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 25 - PURCHASE OF STOCK IN TRADE

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Purchase Coal	102,647.71	18,268.35
Purchase Solar module	1,081.25	-
Purchase Electricity	18,668.29	-
Total	**122,397.25**	**18,268.35**

NOTE 26 - EMPLOYEE BENEFITS EXPENSE

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Salary and Bonus	1,220.48	1,102.71
Contribution to Provident and Other Funds	36.78	30.72
Share-based payment expenses	24.95	-
Staff Welfare Expenses	37.76	98.25
Remuneration to Key Management personnel	84.00	84.00
Total	**1,403.97**	**1,315.67**

NOTE 27 - FINANCE COST

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest cost on financial liabilities measured at amortized cost	1,341.00	924.02
Other Charges	600.03	339.04
Total	**1,941.03**	**1,263.06**

The above finance cost includes Interest on Lease liability of ₹ 828.95 lakhs

NOTE 28 - DEPRECIATION AND AMORTISATION

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation / Amortisation for the year		
- Tangible Assets & Intangible assets	689.04	564.75
Total	**689.04**	**564.75**

The above amount includes depreciation on ROU asset of ₹ 450.44 lakhs

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 29 - OTHER EXPENSES

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advertisement and Publicity	62.19	56.73
Annual General Meeting Expenses	3.50	-
Audit fees	11.00	6.00
Bad Debts	87.78	0.92
License Fees	41.57	-
Tender Fees	25.27	-
NRLDC & SRLDC Charges	1.11	-
Communication	23.20	17.21
Compensation	-	54.00
Director Sitting Fees	6.95	5.50
CSR Expenses	23.13	-
Donation	25.53	114.20
Food , Accommodation & Travelling Expenses	291.74	547.97
General Expenses	36.19	4.45
Insurance	101.16	51.72
Legal , Professional & Expert Engagement Fees	352.68	167.63
Machine Hiring Charges	-	0.10
Power and fuel	12.13	4.17
Printing and stationery	12.73	7.20
Rates and taxes	78.67	91.01
Rent	145.67	102.62
Repairs and maintenances	97.50	38.43
Security Charges	11.29	8.82
Provision for Bad and Doubtful Debts as per ECL	347.78	168.27
Total	**1,798.77**	**1,446.96**

29(a) - PAYMENT MADE TO AUDITORS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Payment made to statutory auditors :		
i. As auditors	11.00	6.00
ii. For taxation matters	-	-
iii. For other services	-	-
iv. For reimbursement of expenses	-	-
Total	**11.00**	**6.00**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

29(b) - CORPORATE SOCIAL RESPONSIBILITY

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Amount required to be spent during the year	132.47	110.82
Amount of expenditure incurred	23.13	3.35
Amount carry forward from previous year	117.85	225.32
Amount of shortfall for the year	-	-
Amount of cummulative shortfall at the end of the year	-	-

The company has incurred ₹ 23.13 lakhs during the year towards CSR activities contributed for promoting health care including preventive health care and sanitation activities.

ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013

NOTE 30 - EXPENDITURE / EARNINGS IN FOREIGN CURRENCY

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Expenditure in Foreign currency on:		
(i) Salary and allowance	-	-
(ii) Tours and Travels	-	-
(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)	4,386.50	2,405.56
e) Others	-	-
Earnings in Foreign Exchange	**-**	**-**

NOTE 31 - CONTINGENT LIABILITIES

LITIGATIONS INVOLVING OUR COMPANY

Our Company is involved in certain legal proceedings, which are pending at varying levels of adjudication at different forum. The outstanding matters set out below includes 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 Brach 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.

(ii) 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.

(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.

(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 13.09.2023.

(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. Rejoinder be filed to both the counter affidavits within six weeks.

(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 petition has been posted before the Division Bench along with W.A. 2235 of 2021.

(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 (Chlorodifluromethane (R-22), Difluromethane Pentafluromethane (R410A),

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

and Difluromethane (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.

(b) Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:

NIL.

(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 ₹ 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 ₹ 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 Bogus purchases and cash credits 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 the bogus purchases and cash credits 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

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Disclosure requirements of Indian Accounting Standards

NOTE 32 - 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 31st March 2023

(₹ In lakhs)

Particulars	Amortized cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI
Assets:			
Non-Current Investment	-	7,385.27	-
Current Trade Receivables	24,516.51	-	-
Cash & Cash Equivalents	1,017.63	-	-
Other Financial Assets	8,401.09	-	-
Liabilities:			
Long term Borrowings	4,045.78	-	-
Lease Liability	6,759.23	-	-
Short term Borrowings	4,112.24	-	-
Trade Payables	19,258.55	-	-
Other Current financial liabilities	406.67	-	-

Amount as on 31st March 2022

(₹ In lakhs)

Particulars	Amortized cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI
Assets:			
Non-Current Investment	7,400.00	-	-
Other Long Term Financial Assets	700	-	-
Current Trade Receivables	11,642.54	-	-
Cash & Cash Equivalents	28.85	-	-
Other Financial Assets	8,130.51	-	-
Liabilities:			
Long term Borrowings	102.6	-	-
Lease Liability	7,002.40		
Short term Borrowings	1,405.05	-	-
Trade Payables	7,725.39	-	-
Other Current financial liabilities	226.58	-	-

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(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 instruments include:

- Use of DCF for Unquoted instruments

(d) The following tables present fair value hierarchy of assets and liabilities measured at fair value:

Amount as on 31st March 2023

(₹ In lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Alternate Investment Fund*	-	-	7,375.27	7,375.27
Investment in Subsidiary	-	-	10.00	10.00

Amount as on 31st March 2022

(₹ In lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Alternate Investment Fund	-	-	-	-
Investment in Subsidiary	-	-	5.00	5.00

** Investment in Alternate Investment Fund presented at amortized cost in FY 21-22 has been re-classified to fair value through profit & loss a/c showing a change in assumption.*

NOTE 33 - 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.

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Trade receivables

The company has outstanding trade receivables amounting to ₹253,27,59,828 as at March 31, 2023 and ₹121,05,84,692 as at March 31, 2022 respectively. 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's estimate 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.

Credit Risk Exposure

An analysis of age of trade receivables at reporting date is summarized as follows :

(₹ In lakhs)

Particulars	March 31, 2023	
	Net outstanding	Impairment
0 to 30 days	14,349.01	430.47
31 to 60 days	10,682.02	320.46
61 to 90 Days	140.63	4.22
91 to 120 days	26.01	1.3
121 to 180 days	44.01	4.4
181 to 360 days	39.64	3.96
More than 1 year	46.27	46.27
No Credit Loss expected	-	-
Total	**25,327.60**	**811.09**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Movement in Provision for Doubtful Debts	Amount
As at March 31, 2022	**463.31**
Charge for the year ended March 31, 2023	347.78
Utilized for the year March 31, 2023	-
Reversal of Excess Provision	-
As at March 31, 2023	**811.09**

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.

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 2023

(₹ 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	1,332.00	1,332.00	1,332.00	4,662.00

Amount as on 31st March 2022

(₹ In lakhs)

Particulars	1 year	1-3 years	3-5 years	More than 5 years	Total
Vehicle Loans	225.49	100.7	2.02	-	328.21

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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 are as follows, all being fixed rate of borrowing, the company is not assuming any risk on interest increase.

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Liabilities		
Term Loan from Bank – Unsecured	9.90%	-
Vehicle Loan from Bank - Secured	6.17 to 8.50%	6.17 to 8.21%
Working Capital from Bank – Secured	8.50 to 9.31%	8.50%
Vehicle Loan from Financial Institutions	7.04%	7.04%
Inter – Corporate Deposits	-	-

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 of 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, 2023 is ₹22,10,70,240 (Previous Year: ₹21,00,20,240)

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total Debt	8,158.02	1,507.65
Less: Cash and cash equivalent	1,017.63	28.85
Net Debt	**7,140.39**	**1,478.81**
Total Equity	**31,439.65**	**18,396.23**
Net debt to equity ratio (in times)	**0.23**	**0.08**

NOTE - 34 DISCLOSURE IN RESPECT OF INDIAN ACCOUNTING STANDARD (IND AS)-19 "EMPLOYEE BENEFITS"

(i) General description of various defined employee benefit 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 LIC of India 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.

(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

Movement in Defined Benefit Obligation

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit obligation at the beginning of the year	45.01	32.02
Current service cost	27.55	16.03
Interest Cost	3.28	2.19
Benefits Paid	-	-
Remeasurements - actuarial loss/(gain)	24.39	(5.23)
Past service cost/ others	-	-
Defined benefit obligation at the end of the year	**100.23**	**45.01**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Expense recognised in Statement of Profit & Loss

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current service cost	27.55	16.03
Past service cost	-	-
Loss/Gain on settlement	-	-
Net Interest cost/(income) on Net Defined Benefit Liability/(assets)	3.28	2.19
Cost Recognized in P&L	**30.83**	**18.22**

Expense recognised in Other Comprehensive Income

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Actuarial (gain)/loss due to assumption changes	-	-
Change in financial assumptions	(2.51)	9.77
Experience variance (i.e., Actual experience Vs assumptions)	31.26	(15.00)
Change in demographic assumption	(4.36)	-
Actuarial (gain)/loss recognized in OCI	**24.39**	**(5.23)**

Senstivity Analysis

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit obligation (base)	100.23	45.01

(₹ In lakhs)

Assumption	Change in Assumption	As at March 31, 2023	As at March 31, 2022
Discount Rate	1%	87.45	37.39
	-1%	115.85	54.59
Salary growth Rate	1%	113.65	51.79
	-1%	88.66	39.05
Attrition Rate	50%	95.80	43.15
	-50%	105.61	47.07
Mortality Rate	10%	100.18	44.99
	-10%	100.30	45.04

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Acturial Assumption

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.45%	7.30%
Rate of salary increase	10.00%	10.00%
Retirement Age	58 Years	58 Years
Average Future Service	16.33	19.61

Leave Encashment

Movement in Defined Benefit Obligation

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of obligation	35.90	37.12
Fair value of plan assets	-	-
Surplus/ (Deficit)	(35.90)	(37.12)
Effects of asset ceiling, if any	-	-
Net asset/(liability)	**(35.90)**	**(37.12)**

Expense recognised in Statement of Profit & Loss

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the beginning	37.12	8.35
Present value of obligation as the end	35.90	37.12
Benefit payment	-	0.22
Actual return on plan assets	-	-
Transfer in / (out)	13.25	-
Cost Recognized in P&L	**12.03**	**28.99**

Senstivity Analysis

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit obligation (base)	(35.90)	(37.12)

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Assumption	Change in Assumption	As at March 31, 2023	As at March 31, 2022
Discount Rate	1.00%	30.86	30.81
	-1.00%	42.09	45.12
Salary growth Rate	1.00%	41.88	44.82
	-1.00%	30.93	30.90
Attrition Rate	50%	34.24	35.60
	-50%	37.99	38.89
Mortality Rate	10%	35.87	37.08
	-10%	35.92	37.16

Acturial Assumption

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.45%	7.30%
Rate of salary increase	10.00%	10.00%
Retirement Age	58 Years	58 Years
Average Future Service	16.3	18.78

(iii) Share Based Payments

a) Scheme Details

The Company has Employee Stock Option Schemes i.e. ESOP 2021 under which options have been granted which are 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	31st March 2023		31st March 2022	
	Weighted Average exercise price (₹)	Number of Options	Weighted Average exercise price (₹)	Number of Options
Opening Balance	-	-	NA	NA
Granted during the year	90.40	700,009	NA	NA
Exercised during the year	-	-	NA	NA
Forfieted during the year	-	-	NA	NA
Lapsed during the year	90.40	34,866	NA	NA
Closing Balance		665,143	NA	NA

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(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:

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Employee option plan	24.95	-
Total employee share-based payment expense	**24.95**	**-**

(c) Fair value of options granted

The fair value at grant date of options granted during the year ended 31 March 2023 was ₹145.20 per option.

NOTE 35 - 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 KSK Mahanadi Power Company Ltd having 59.58%, Verve Industries Private Limited (14.15%).

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Segment Revenue (Net Sales/Income)		
Coal & Ash Handling Business	128,641.08	32,062.94
Solar Power - Generation and Related Activities	1,153.50	1,166.74
Refrigerant Gas- (Refilling) and Sales	6,441.47	3,772.16
Sale Of Service	6,799.22	7,394.04
Others	1,124.47	-
Power Trading	18,755.22	-
Total	**162,914.96**	**44,395.88**
Segment Results		
Coal & Ash Handling Business	12,913.96	2,786.40
Solar Power - Generation and Related Activities	504.97	441.11
Refrigerant Gas- (Refilling) & Sales	406.34	610.10
Sale Of Service	3,840.16	2,660.33
Others	43.22	0.00
Power Trading	42.31	0.00
Corporate	(975.08)	(977.15)
Profit /Loss before Interest and Tax	**16,775.88**	**5,520.78**
Finance Cost	1,941.03	1,263.06
Other Income	828.78	502.60
Exceptional Items	24.73	(1,337.61)
Profit /Loss before Tax	**15,638.89**	**6,097.94**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Segment Assets		
Coal & Ash Handling Business	25,957.32	11,726.23
Solar Power - Generation and Related Activities	6,066.61	6,526.67
Refrigerant Gas- Refilling & Sales	3,153.56	3,228.14
Sale Of Service	0.25	124.67
Others	-	-
Power Trading	16,748.74	-
Corporate	23,278.63	16,487.75
Total Segment Assets	**75,205.11**	**38,093.46**
Segment Liabilities		
Coal & Ash Handling Business	10,153.42	10,670.79
Solar Power - Generation and Related Activities	6,759.22	7,266.01
Refrigerant Gas- Refilling & Sales	315.70	328.89
Sale Of Service	1,123.72	2,760.20
Others	0.00	0.00
Power Trading	17,523.37	0.00
Corporate	39,329.68	17,067.57
Total Segment Liabilities	**75,205.11**	**38,093.46**

NOTE-36 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

(₹ In lakhs)

Particulars	Opening balance	Additions/ Transfers	Utilization	Reversal / Transfers	Closing balance
Short term Provision for tax (Net)	788.13	2,424.95	-	788.13	2,424.95
Provision for ECL	463.31	347.78	-	-	811.09

Particulars	As at March 31, 2023	As at March 31, 2022
Corporate Guarantee to Group Company	4,000.00	7,350.00
Corporate Guarantee to Subsidiary	750.00	-
Other Corporate Guarantees	3,748.00	3,748.00
Claims against the company not acknowledged as debts*		
In respect of:		
a) Income Tax	5,992.19	821.13
b) Civil	-	-
c) Customs & Central Excise	-	0.50

** The Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.*

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 37 - DISCLOSURE IN RESPECT OF INDIAN ACCOUNTING STANDARD 24 "RELATED PARTIES DISCLOSURES"

a) Names of Related Parties of the Company :-

(i) Subsidiary Company

Refex Green Mobility Limited
Vituza Solar Energy Limited (Striked off)

(ii) Key Managerial Personnels (KMPs)

Mr. Anil Jain - Managing Director
S. Gopalkrishnan - Company Secretary
G Divya – Company Secretary
U.Lalitha - Chief Financial Officer

(iii) Firms/Companies in which Key Managerial Personnel are interested

Svaryu Energy Limited (previously known as Refex Energy Limited)
Sherisha Technologies Pvt Ltd (previously known as SunEdison Energy India Pvt Ltd)
SEI Tejas Pvt Ltd
Refex Renewable & Infrastructure Limited (previously known as SunEdison Infrastructure Ltd)
SunEdison Energy India Pvt Ltd
VS Lignite Power Private Limited
Sherisha Rooftop Solar SPV Four Private Limited
Sparzana Aviation Private Limited

iv) Relatives of KMPs

Ugamdevi Jain
Tarachand Jain
Dimple Jain
Jagdish Jain

b) Transactions during the year

(₹ In lakhs)

Name of Related Party	Nature of Transaction	FY 2022-23	FY 2021-22
Anil Jain - Managing Director	Director Remuneration	84.00	84.00
	Rental Expenses	4.50	9.00
	Dividend	-	24.12
	Other reimbursements	4.20	-
Amalanathan	Director's Sitting fee	2.20	1.80
Jamuna Ravikumar	Director's Sitting fee	1.15	1.60
Ramesh Dugar	Director's Sitting fee	2.25	1.10
Shailesh Rajagopalan	Director's Sitting fee	0.60	1.00
Krishnan Ramanathan	Director's Sitting fee	0.35	-
Susmitha Sirupurapu	Director's Sitting fee	0.30	-
Sivaramakrishnan Vasudevan	Director's Sitting fee	0.10	-

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Name of Related Party	Nature of Transaction	FY 2022-23	FY 2021-22
U.Lalitha - Chief Financial Officer	Salary & Allowances	32.47	20.99
S.GopalKrishnan - Company Secretary	Salary & Allowances	2.36	4.26
G Divya - Company Secretary	Salary & Allowances	7.86	-
Entities in which Key Management personnel are interested			
Vituza Solar Energy Limited	Write off - Loan	-	1.02
	Loss on disposal of subsidiary	-	5.00
Svaryu Energy Limited (previously known as Refex Energy Limited)	Purchase of services	46.97	46.89
	Advances	20.09	
VS Lignite Power Private Limited	Sales of services	4,939.22	3,670.24
	Purchase of services	-	1.34
Sei Tejas Pvt Ltd	Reimbursements	-	0.06
Refex Renewables and Infrastructure Ltd (previously known as SunEdison Infrastructure Ltd)	Sales	2.12	-
Sherisha Technologies Pvt Ltd (previously known as SunEdison Energy India Pvt Ltd)	Interest Income on Advance	559.16	419.37
	Reimbursement received	-	0.83
	Dividend	-	23.04
	Rental Charges	9.21	8.68
	Reimbursement payable	16.85	-
	Purchase	800.00	810.00
	Advance refunded	700.00	-
Relatives of KMP	Dividend	-	5.08
Sherisha Rooftop Solar SPV Four Private Limited	Sale of goods	1,124.47	-
	Reimbursement	41.82	-
Sparzana Aviation Private Limited	Purchase of services	92.10	-
Refex Green Mobility Limited	Investment	10.00	-

c) **Cumulative balances outstanding**

(₹ In lakhs)

Name of Related Party	Nature of Transaction	FY 2022-23	FY 2021-22
Anil Jain	Rent and Remuneration Payable	4.47	-
U.Lalitha - Chief Financial Officer	Salary & Allowances	1.90	-
G Divya - Company Secretary	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	-

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Name of Related Party	Nature of Transaction	FY 2022-23	FY 2021-22
Sivaramakrishnan Vasudevan	Director's Sitting fee	0.09	-
Svaryu Energy Limited (previously known as Refex Energy Limited)	Advance to supplier	6.03	6.16
	Payable	20.10	-
VS Lignite Power Private Limited	Trade receivable	-	718.65
	Advance from customers	653.72	-
	Trade payable	-	0.01
Refex Green Mobility Limited	Investment	10.00	-
SunEdison Energy India Pvt Ltd	Reimbursement Outstanding	-	0.07
Sherisha Technologies Pvt Ltd (previously known as SunEdison Energy India Pvt Ltd)	Advances	-	700.00
	Rental Deposit	7.00	7.00
	Interest Receivable	559.16	-
	Trade Payable	720.00	-
	Reimbursement payable	13.25	-
	Inter Corporate Deposit	4,659.69	4,659.69

NOTE 38 - RATIOS

(₹ In lakhs)

S.No	Ratios	Formula	31st March 2023	31st March 2022	Deviation	Remarks
1	Current ratio (in times)	Current Assets / Current Liabilities	1.59	1.67	-5.29%	No material deviation
2	Debt-Equity ratio (in times)	Total Debt / Shareholders Equity	0.47	0.46	2.57%	No material deviation
3	Debt service coverage ratio (in times)	Earnings available for debt service [1] / Debt service [2]	2.27	3.06	-25.74%	The deviation in debt service coverage ratio is due to increase in the loans acquired for financing of own fleet of vehicles and additional working capital requirement, maintaining the ratio at desired levels.
4	Return on equity ratio (in %)	Net Profit after taxes / Shareholders Equity	36.92%	24.67%	49.62%	The return on equity ratio increased due to higher increase net profits in comparison to the increase in shareholder's fund depicting better deployment of funds.
5	Inventory turnover ratio - (in times) (Refrigerant Segment)	Cost of Goods Sold [3] / Average Inventory	6.83	3.81	79.56%	The deviation in Inventory turnover ratio is mainly on account of higher churning of inventory and better supply chain management leading to better procurement of materials.

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

S.No	Ratios	Formula	31st March 2023	31st March 2022	Deviation	Remarks
6	Trade receivables turnover ratio (in times)	Net Credit Sales / Average Trade Receivables	9.01	4.24	112.49%	The deviation in the trade receivables turnover ratio is majorly due to the increase in revenue generated during the last quarter providing a higher credit period in comparison to the previous period.
7	Trade payables turnover ratio (in times)	Net Credit Purchase / Average Trade Payables	10.56	4.02	162.49%	The deviation in the trade payables turnover ratio is majorly due to the deviation in the trade receivable ratio wherein the orders are on back to back basis and a similar higher credit period is allowed.
8	Net capital turnover ratio (in times)	Turnover / Working Capital	8.39	5.17	62.41%	The deviation in net capital turnover ratio is due to increased revenue generated along with better utlization of the working capital deployed.
9	Net profit ratio (in %)	Net Profit / Turnover	7.12%	10.22%	-30.32%	The decrease in net profit ratio (in percentage terms) is due to change in the product mix during the current year. However in absolute value terms there is an increase in comparison to the previous period.
10	Return on capital employed (in %)	Earnings before Interest & Taxes / Capital Employed (4)	33.74%	22.67%	48.84%	The return on capital employed increased due to higher profits along with better deployment of both debt and equity funds.
11	Return on investment (in %)	Earnings on investment / Average Investment	-0.33%	NA	NA	Comparison of previous period is not available

(1) Earnings for Debt Service = Net profit before taxes + Non-cash operating expenses + Interest
(2) Debt Service = Interest & Lease payments + Principal Repayments.
(3) Cost of Goods Sold = Purchases and Direct expenses of Refrigerant segment
(4) Capital Employed = Tangible Net worth + Total Debt + Deferred Tax Liability

NOTE 39 - EXCEPTIONAL ITEMS

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Reversal of provision created towards IT demand	-	1,342.61
(ii) Investment write off in subsidiary company	-	(5.00)
(iii) Diminution in the value of investments	(24.73)	-
Total exceptional income/(expense)	**(24.73)**	**1,337.61**

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

For the year ended 31st March, 2023

The company has recognised a diminution in the value of investments of ₹ 24.73 lakhs 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.

For the year ended 31st March, 2022

There is an exceptional income item of ₹ 1,342.61 lakhs during the current quarter which is pertaining to the Income Tax demand provision created for the IT case pending with ITAT for the AY 11-12. However, ITAT has passed the order on 07/02/2022 in favour of the company. Hence, the company has reversed the income tax demand provision of ₹ 1,342.61 lakhs. Also there is an exceptional expense item of ₹ 5 lakhs pertaining to write off of the investment made in the subsidiary during the year (i.e., Vituza solar energy limited) which is under the process of striking off. In view of the same consolidation of the Financial Statements of the Company is not required as there is no other subsidiary in place as on March 31, 2022.

NOTE 40 - EARNINGS PER SHARE (EPS)

(₹ In lakhs)

	Particulars	As at March 31, 2023	As at March 31, 2022
(i)	**Net profit/(loss) attributable to equity shareholders for calculation of EPS**	11,606.35	4,538.99
(ii)	**Weighted average number of equity shares**		
	For Basic EPS	2,15,34,846	2,10,02,024
	For Diluted EPS	2,15,56,433	2,10,02,024
(iii)	**Earnings per share**		
	Basic EPS	53.90	21.61
	Diluted EPS	53.84	21.61

NOTE 41 - DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013.

(₹ In lakhs)

Particulars	Nature of Relationship	Purpose	As at March 31, 2023	As at March 31, 2022
Refex Green Mobility Limited	Subsidiary company	Investment	10.00	-
Sherisha Technologies Pvt Ltd	Entities in which KMP is interested	Business Purpose	4,659.69	4,659.69
Reveuse Fashions and Lifestyle Pvt Ltd	Independent entity	Inter-corporate deposit	620.00	620.00
Refex Green Mobility Limited	Subsidiary company	Corporate Guarantee	750.00	-
Svaryu Energy Limited	Entities in which KMP is interested	Corporate Guarantee	3,748.00	3,748.00
Group SPV companies	Group companies	Corporate Guarantee	4,000.00	7,350.00

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 42 - ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III

(i) Details of Benami Property held

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 Company with banks and financial institutions are in agreement with the books of accounts.

(iii) Wilful 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

Name of the struck off company	Nature of transaction	Balance outstanding as at current period	Relationship with struck off company
Vituza Solar Energy Limited	Investment in shares	-	Wholly owned subsidiary

(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:

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 Company 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

(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.

Standalone Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(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.

NOTE 43 - The figures for the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.

NOTE 44 - APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on 18/05/2023

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

Anil Jain
Managing Director
DIN : 00181960

Dinesh Kumar Agarwal
Director
DIN : 07544757

Ramesh Dugar
Director
DIN : 01686047

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No. : A37320

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, 2023 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 significant 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 2023, 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	**Allowance for Expected credit loss on trade receivables.** 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:	In view of the significance of the matter, we applied the following audit procedures among others, to obtain sufficient and appropriate audit evidence • 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:

<table>
<tr><th>S. No.</th><th>Key Audit Matters</th><th>Auditor's Response</th></tr>
<tr><td></td><td>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.

In view of the above, we have considered measurement of ECL on trade receivables (including retention monies) as a key audit matter</td><td>• 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 selected based on 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.</td></tr>
<tr><td>2</td><td>Timing of revenue recognition and adjustments for coal quality variances involving critical estimates

Revenue from the sale of goods is recognised when control is transferred to the customers and when there are no other unfulfilled obligations. This requires detailed analysis of each sale agreement/ contract /customer purchase order regarding timing of revenue recognition.

Inappropriate assessment could lead to a risk of revenue being recognized on sale of goods before the control in the goods is transferred to the customer.

Subsequent adjustments are made to the transaction price due to grade mismatch (GCV) / slippage of the transferred goods (coal).

The variation in the contract price if not settled mutually between the parties to the contract is referred to third party testing and the Holding Company estimates the adjustments required for revenue recognition pending settlement of such dispute.

Such adjustments in revenue are made on estimated basis following historical trend.

Inappropriate estimation could lead to a risk of revenue being overvalued or undervalued.

Accordingly, timing of recognition of revenue and adjustments for coal quality variances involving critical estimates is a key audit matter</td><td>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:

• Assessing the Holding Company's accounting policies for revenue recognition by comparing with the applicable accounting standards i.e Ind AS 115;

• Assessing the appropriateness of the estimated adjustments in the process;

• Testing the design, implementation and operating effectiveness of key internal controls over timing of recognition of revenue from sale of goods and subsequent adjustments made to the transaction price;

• Performing testing on selected statistical samples of customer contracts. Checked terms and condition related to acceptance of goods, acknowledged delivery receipts and tested the transit time to deliver the goods and its revenue recognition. Our tests of details focused on cut-off samples to verify only revenue pertaining to current year is recognized based on terms and conditions set out in sale agreements/ contracts and delivery documents. We also performed tests to establish the basis of estimation of the consideration and whether such estimates are commensurate with the accounting policy of the Holding Company</td></tr>
</table>

S. No.	Key Audit Matters	Auditor's Response
3	**Assessment of Contingent liabilities in respect of certain litigations relating to direct and indirect taxes, various claims led by other parties not acknowledged as debt.** 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 experience and advices from legal and independent tax consultants wherever necessary. We identified the above area as Key Audit Matters in view of associated uncertainty relating to the outcome of these matters.	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: • 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.

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 of 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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: 31

(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,

- 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

- 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.

- 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.) The Holding Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

(vi.) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Holding Company and its subsidiary company and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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 ABCD & Co,
Chartered Accountants
Firm No: 016415S

Vinay Kumar Bachhawat
Partner
Membership No: 214520
UDIN: 23214520BGWTAG3824

Place: Chennai
Date: 28/6/2023

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, 2023, 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 Company and its Subsidiary Company is responsible for establishing and maintaining internal financial controls 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. 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 respective Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and 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

(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 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, 2023, 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 ABCD & Co,
Chartered Accountants
Firm No: 016415S

Vinay Kumar Bachhawat
Partner
Membership No: 214520
UDIN: 23214520BGWTAG3824

Place: Chennai
Date: 28/6/2023

Consolidated Balance Sheet

as at March 31, 2023

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2023
ASSETS		
Non-current assets		
(a) Property, Plant and Equipment	1	8,614.18
(b) Right of use assets	2	6,057.31
(c) Intangible	1	4.65
(d) Capital Work in Progress	3	324.78
(e) Non-current financial assets		
(i) Investments	4	7,375.27
(ii) Other non current financial assets	5	-
(f) Deferred Tax Assets	6	192.28
(g) Other Non current assets	7	35.77
Current assets		
(a) Inventories	8	1,081.40
(b) Financial Assets		
(i) Trade receivables	9	24,516.51
(ii) Cash and cash equivalents	10	1,023.44
(iii) Other current financial assets	11	8,401.09
(c) Contract Asset	12	3,607.67
(d) Current Tax Assets (Net)	13	-
(e) Other current assets	14	13,995.76
Total Assets		**75,230.10**
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share Capital	15	2,210.70
(b) Other Equity	16	29,228.68
(c) Non Controlling Interest		0.00
LIABILITIES		
Non-current liabilities		
(a) Financial Liabilities		
(i) Long term Borrowings	17	4,045.78
(ii) Lease Liability	2	6,497.64
(b) Long Term provisions	18	47.25
Current liabilities		
(a) Financial Liabilities		
(i) Short term Borrowings	17	4,137.24
(ii) Lease Liability	2	261.58
(iii) Trade payables	19	
Total outstanding dues of micro enterprise and small enterprises		389.00
Total outstanding dues other than micro enterprise and small enterprises		18,869.55
(iv) Other financial liabilities	20	409.69
(b) Other current liabilities	21	9,132.99
Total Equity and Liabilities		**75,230.10**
Significant accounting policies	A-B	
See accompanying notes to financial statements	30-42	

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

Anil Jain
Managing Director
DIN : 00181960

Dinesh Kumar Agarwal
Director
DIN : 07544757

Ramesh Dugar
Director
DIN : 01686047

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No. : A37320

Statement of Consolidated Profit or Loss

for the period ended March 31, 2023

(₹ in lakhs)

	Particulars	Note No.	For Year Ended March 31, 2023
	Income		
I	Revenue from operations	22	162,914.96
II	Other income	23	828.78
III	**Total Income (I+II)**		**163,743.74**
IV	**Expenses**		
	Cost of material consumed	24	20,131.53
	Changes in inventories of finished goods and stock-in-trade		(281.47)
	Purchase of stock in trade	25	122,397.25
	Employee benefits expenses	26	1,403.97
	Finance costs	27	1,941.04
	Depreciation and Amortisation	28	689.04
	Other Expenses	29	1,799.03
	Total expenses (IV)		**148,080.39**
V	**Profit/(loss) before exceptional items and tax**		**15,663.35**
VI	Exceptional items		(24.73)
VII	**Profit/(loss) before tax**	38	**15,638.62**
VIII	**Tax expense**		
	- Current Tax		4,126.60
	- Deferred Tax		(92.24)
	- Taxes relating to earlier years		(1.82)
IX	**Profit/(loss) for the period**		**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)	34	(24.39)
			(24.39)
XI	**Total Comprehensive Income for the period (Comprising profit and other comprehensive income for the period)**		**11,581.69**
XII	**Earnings per equity share**	39	
	(1) Basic		53.89
	(2) Diluted		53.84
	Significant accounting policies	A-B	
	See accompanying notes to financial statements	30-42	

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

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Company Secretary
Membership No. : A37320

Consolidated Statement of Cash Flow
for the period ended March 31, 2023

(₹ in lakhs)

Particulars	For Year Ended March 31, 2023
Cash flows from operating activities	
Net Profit before Taxes as per statement of profit & loss (After exceptional items)	**15,638.62**
Adjustments for :	
Depreciation and Amortisation expense	689.04
Finance Costs	1,941.04
Employee Stock Option Expenses	24.95
Loss on Disposal of Subsidiary	-
Provision for diminution in value of investments	24.73
Gratuity Expense	30.83
Compensated absence expense	12.03
Bad Debts written off	87.78
Provision for doubtful debts	347.78
Interest income	(677.67)
Interest on income tax refund	(84.20)
Profit on sale of fixed assets	(8.60)
Taxes relating to earlier years	1.82
Operating cash flow before working capital changes	**18,028.15**
Changes in working capital	
Decrease/(Increase) in Inventories	(334.95)
Decrease/(Increase) in Trade Receivables	(13,309.52)
Decrease/(Increase) in Other current Financial Assets	1,024.20
Decrease/(Increase) in Contract Asset	(3,607.67)
Decrease/(Increase) in Other current Assets	(13,450.11)
Decrease/(Increase) in Other non-current financial assets	700.00
Decrease/(Increase) in Other non-current assets	(32.13)
(Decrease)/Increase in Trade Payables	11,533.16
(Decrease)/Increase in Other financial liabilities	183.11
(Decrease)/Increase in other current liabilities	3,778.78
(Decrease)/Increase in Long term Provisions	(100.97)
Income taxes paid / received	(1,650.51)
Cash generated from operating activities [A]	**2,761.54**

Consolidated Statement of Cash Flow

for the period ended March 31, 2023

(₹ in lakhs)

Particulars	For Year Ended March 31, 2023
Cash flows from investing activities	
Purchase of fixed assets	(7,198.93)
Proceeds from sale of fixed assets	59.93
Investment in fixed deposits	(627.52)
Purchase of Investments	(0.00)
Loans given to third parties	-
Interest received	10.42
Cash generated used in investing activities [B]	**(7,756.10)**
Cash flows from financing activities	
Cash proceeds from the issue of shares	1,436.49
Proceeds from long term and short term borrowings	6,675.37
Dividend paid (including dividend distribution tax)	-
Interest paid	(1,050.59)
Payment of lease rentals	(1,072.12)
Cash generated from financing activities [C]	**5,989.15**
Increase in cash and cash equivalents (A+B+C)	**994.59**
Cash and cash equivalents at the beginning of the year	**28.85**
Cash and cash equivalents at the end of the year	**1,023.44**
Components of cash and cash equivalents	
Cash on hand	0.41
Balances with banks	1,023.03
Total cash and cash equivalents	**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: 18/5/2023

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G Divya
Company Secretary
Membership No. : A37320

Consolidated Statement of Changes in Equity

for the period ended March 31, 2023

A) EQUITY SHARE CAPITAL

(₹ in lakhs)

Particulars	Balance as at 1st April, 2022	Change during the FY 22-23	Balance as at 31stMarch,2023
Equity Share Capital	2,100.20	110.50	2,210.70

B) OTHER EQUITY

For the year ended March 31, 2023

(₹ in lakhs)

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**
Movement to Reserves	-	1,326.00	-	11,606.08	24.95	-	12,957.02
Dividend A/c	-	-	-	-	-	-	-
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**

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

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Company Secretary
Membership No. : A37320

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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 is it 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 has 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 provides 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 sources quality coal from domestic and international players and offers 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) Electric Vehile:

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

as at and for the year ended March 31, 2023

In addition to the technology laden offering, the company also provides well experienced, well mannered trained drivers prioritising the service recipients' safety and security.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation of financial statements

(a) Statement of Compliance

The financial statements have been prepared in accordance with Ind AS 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.

(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.

B.2 Summary of Significant 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

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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, the customer has accepted the product in accordance with the sales contract, the acceptance provisions have lapsed, and there are 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 at 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.

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.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(d) Property Plant and Equipment

(i) Tangible Assets

Freehold land is carried at historical cost. All other items of property plant and equipment are stated at historical cost of acquisition less accumulated depreciation, 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 as specified by Schedule II of 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 or profit and loss.

(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

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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

(v) Depreciation and amortization

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

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

(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 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.

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.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(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.

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

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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.

(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)

(ii) Those measured at fair value through profit or loss (in case of investments in mutual funds)

(iii) Those measured at amortised cost

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

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

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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.

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, 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, 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.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(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 35.

(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

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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 at the balance sheet date and reported revenue and expenses for the year and disclosure of contingent liabilities as on 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 on 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:

i. Estimation of current tax expense and payable.

ii. Estimation of defined benefit obligation – Note 34 in notes to accounts

iii. Estimation of useful life of Property, Plant and Equipment and Intangibles.

(v) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") has notified the following new amendments to Ind AS which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2023.

Amendment to Ind AS 1 "Presentation of Financial Instruments"

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information is material if, together with other information can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Amendment to Ind AS 12 "Income Taxes"

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Amendment to Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities use measurement techniques and inputs to develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 1 - PROPERTY PLANT AND EQUIPMENT

(₹ in lakhs)

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**
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**
Net Book Value										
As at 31 March 2023	**3,403.27**	**3,513.22**	**251.16**	**1,241.49**	**3.29**	**3.17**	**43.57**	**155.02**	**8,614.18**	**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.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 2 - RIGHT OF USE (ROU) ASSET

(₹ in lakhs)

Description	Solar Plant with Land	Building/ Renting of Space	Plant & Machinery	Total
Balance as at April 1, 2022	**603.44**	**1.75**	**5,902.55**	**6,507.75**
Additions during the year	-	-	-	-
Deletions during the year	-	-	-	-
Depreciation	41.62	1.75	407.07	450.44
Balance as at 31 March 2023	**561.82**	**0.00**	**5,495.48**	**6,057.31**

The movement in lease liabilities during the period year ended March 31, 2023 is as follows :

(₹ in lakhs)

Description	Solar Plant with Land	Building/ Renting of Space	Plant & Machinery	Total
Balance as at April 1, 2022	**669.34**	**2.25**	**6,330.81**	**7,002.40**
Additions during the year	-	-	-	-
Finance Cost accrued during the year	69.25	0.00	759.70	828.95
Deletions during the year	-	-	-	-
Repayment of Lease Liability	92.29	2.25	977.58	1,072.12
Balance as at 31 March 2023	**646.30**	**-**	**6,112.93**	**6,759.23**

The details of the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis are as follows:-

Particulars	31 March 2023
Not Later than one year	1,061.74
Later than one year and not later than Five Years	5,188.58
Later Than Five Years	7,424.35
Total	**13,674.67**

NOTE 3 - CAPITAL WORK IN PROGRESS

(₹ In lakhs)

Particulars	As at March 31, 2023
Capital Work in Progress	324.78
Total Capital Work in Progress	**324.78**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

3(a) Ageing as at 31st March, 2023

(₹ In lakhs)

Particulars	Amount in CWIP for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Vehicles*	324.78	-	-	-	324.78
Total					**324.78**

** Capital work-in-progress is towards acquisition of vehicle chassis purchased. The body of the vehicle required for the vehicle to be put to use was not completed as on 31st March, 2023.*

NOTE 4 - NON CURRENT INVESTMENTS

(₹ In lakhs)

Particulars	As at March 31, 2023
Investments measured at cost	
In equity shares of subsidiary companies (Unquoted, fully paid up)	
Refex Green Mobility	
99,994 Equity Shares of ₹ 10/- each	-
Investments measured at Fair value through P&L (Unquoted, fully paid up)	
Units of RKG Fund I	915.00
Units of RKG Fund II	6,485.00
Less :- Provision for diminution in the value of investment	(24.73)
Total Aggregate Book Value of unquoted Investments	**7,375.27**

NOTE 5 - OTHER NON CURRENT FINANCIAL ASSETS

(₹ In lakhs)

Particulars	As at March 31, 2023
Unsecured	
- Security deposit given to Related Party	-
Total	**-**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 6 - DEFERRED TAX ASSET(S)/ (LIABILITIES)

Tax recognised in Statement of profit and loss

(₹ In lakhs)

Particulars	As at March 31, 2023
Current income tax	
Current year	4,126.60
Less: MAT Entitlement Credit	-
Sub Total (A)	**4,126.60**
Deferred tax expense	
Origination and reversal of temporary differences	(92.24)
Sub Total (B)	**(92.24)**
Total (A+B)	**4,034.36**

Reconciliation of effective tax rates

(₹ In lakhs)

Particulars	As at March 31, 2023
Profit before tax	15,638.62
Enacted tax Rate (under Normal Provisions)*	25.17%
Computed Expected Tax Expenses - Normal Provision	**3,935.93**
Effect of expenses that are not deductible in determining Taxable Profit	190.67
Current Tax Provision (A)	**4,126.60**
Incremental Deferred Tax Liability / (Asset) on account of property, plant and equipment and intangible assets	12.45
Incremental Deferred Tax Liability / (Asset) on account of other items	79.79
Deferred Tax Provision (B)	**92.24**
Tax expenses recognised in the statement of Profit & Loss	**4,034.36**

**The Company has opted for Section115BAA.*

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

(₹ In lakhs)

Particulars	As at March 31, 2023
Property Plant and Equipment	(24.81)
Leave Encashment Provision	9.04
Gratuity Provision	3.08
Provision for Bad and Doubtful debts under ECL	204.15
Interest on MSME	0.82
Net Deferred Tax Assets/ (Liabilities)	**192.28**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Movement in deferred tax balances during the period ended March 31, 2023

(₹ in lakhs)

Description	Balance As at March 31, 2022	Recognised in profit & loss	Recognised in OCI	Balance As at March 31, 2023
Property, Plant & Equipment	(37.25)	12.45	-	(24.81)
Leave Encashment	9.34	(0.31)	-	9.04
Gratuity Provision	11.33	(8.25)	-	3.08
ECL Provision	116.61	87.54	-	204.15
Interest on MSME	-	0.82	-	0.82
Total	**100.03**	**92.24**	**-**	**192.28**

NOTE 7 - OTHER NON CURRENT ASSETS

(₹ In lakhs)

Particulars	As at March 31, 2023
Capital Advance#	25.77
Security deposit to Vendors	10.00
Total	**35.77**

 # Capital advance is paid towards contruction of body of the vehicles lying under capital work-in-progress.

NOTE 8 - INVENTORIES

(₹ In lakhs)

Particulars	As at March 31, 2023
Raw Materials and Spares	
Stock of Refrigerant Gases	1,027.94
Goods - in - Transit	53.46
Total	**1,081.40**

NOTE 9 - TRADE RECEIVABLES

(₹ In lakhs)

Particulars	As at March 31, 2023
Trade receivables	
Unsecured - Considered good	25,327.60
Less:	
Impairment for Trade receivable under Expected Credit Loss model	(811.09)
Total	**24,516.51**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Trade receivables ageing schedule for the year ended as on March 31, 2023

(₹ In lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	Total
(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						**25,327.60**
Less: Allowance for Credit Loss						(811.09)
Total Trade Receivables						**24,516.51**

NOTE 10 - CASH AND CASH EQUIVALENTS

(₹ In lakhs)

Particulars	As at March 31, 2023
i) Balances with banks	
* Current Accounts	1,017.48
* Dividend Account	5.55
* Deposit Accounts	-
ii) Cash on hand	0.41
Total	**1,023.44**

NOTE 11 - OTHER CURRENT FINANCIAL ASSETS

(₹ In lakhs)

Particulars	As at March 31, 2023
i) Unsecured, considered good;	
- Loans and advances to Employees	15.51
- Inter Corporate Deposit	620.00
- Interest receivable from Related Parties / Fixed Deposits	667.25
- Loans and advances to Related Parties measured at amortized cost	4,659.69
- Short Term deposits	2,438.64
Total	**8,401.09**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 12 - CONTRACT ASSET

(₹ In lakhs)

Particulars	As at March 31, 2023
Unbilled debtors	3,607.67
Total	**3,607.67**

NOTE 13 - CURRENT TAX ASSET

(₹ In lakhs)

Particulars	As at March 31, 2023
Withholding Taxes	0.24
Less: Adjusted against current tax liability	(0.24)
Total	**-**

NOTE 14 - OTHER CURRENT ASSETS

(₹ In lakhs)

Particulars	As at March 31, 2023
Unsecured considered good	
Prepaid Expenses	121.39
Advance to Suppliers	13,249.99
Other Current assets	4.11
Balances with Government Authorities	620.27
Total	**13,995.76**

NOTE 15 - EQUITY SHARE CAPITAL

(₹ In lakhs)

Particulars	As at March 31, 2023
Authorised Share Capital	
(i) Equity Shares (3,50,00,000 Nos of ₹ 10 each)	3,500.00
(ii) Preference Shares (5,00,000 Nos of ₹ 100 each)	500.00
Total	**4,000.00**
Issued	
(i) Equity Shares (2,21,07,024 Nos of ₹ 10 each)	2,210.70
Subscribed and Paid Up	
(i) Equity Shares (2,21,07,024 Nos of ₹ 10 each)	2,210.70
Total	**2,210.70**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- 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.

Share holding of Promoters

Promoter Name	No.of Shares held	% of Total Shares	% Change during the year
Anil Jain T	1,50,000	0.68%	-
Tarachand Jain	3,42,279	1.55%	-
Promoter Group			
Sherisha Technologies Private Limited	1,04,91,881	47.46%	2.76%
Ugamdevi Jain	5,68,713	2.57%	-
Dimple Jain	97,714	0.44%	-

Details of Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2023	
	Nos	% of Holding
Sherisha Technologies Private Limited	10,491,881	47.46%
Total	**10,491,881**	**47.46%**

NOTE 16 OTHER EQUITY

(₹ 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**
Movement to Reserves	-	1,326.00	-	11,606.08	24.95	-	12,957.03
Dividend A/c	-	-	-	-	-	-	-
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

(₹ In lakhs)

Particulars	As at March 31, 2023
Non Controlling Interest	0.00
Total	**0.00**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 17 - BORROWINGS - SHORT TERM/ LONG TERM

(₹ In lakhs)

Borrowings	Short Term	Long Term
Particulars	**As at March 31, 2023**	**As at March 31, 2023**
(i) Secured		
a) Vehicle Loan (Note (i))	946.24	49.78
b) Term Loan (Note (ii))	666.00	3,996.00
c) Workings Capital Loan		
- Banks (Note (iii))	2,500.00	-
(ii) Unsecured		
- Loans from Related Parties	25.00	-
Total	**4,137.24**	**4,045.78**

(i) During the year, the company has acquired various commercial vehicles through financing from HDFC, Kotak & Mahindra Finance to the tune of ₹ 1,478.76 lakhs ranging with a tenure period from 12 months to 36 months.

(ii) The company has acquired term loan for the acquisition of Orchid Towers through financing from HDFC to the tune of ₹ 4,662 lakhs repayable in a period of 7 years.

(iii) The company has also taken a working capital demand loan from HDFC Bank repayable in 90 days for an amount of ₹ 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.

17(a): Maturity Profile of the secured loans :-

Particulars	Non - current				Current
	1 - 3 years	**3-5 years**	**> 5 years**	**Total**	**< 1 year**
Vehicle Loans	49.78	-	-	49.78	946.24
Term Loans	1,332.00	1,332.00	1,332.00	3,996.00	666.00
Total	**1,381.78**	**1,332.00**	**1,332.00**	**4,045.78**	**1,612.24**

NOTE 18 - LONG TERM PROVISIONS

(₹ In lakhs)

Particulars	As at March 31, 2023
Provision for Employee Benefits:-	
- Gratuity	12.22
- Leave Encashment	35.03
Total	**47.25**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 19 - TRADE PAYABLES

(₹ In lakhs)

Particulars	As at March 31, 2023
Trade payables	
- Dues to Micro and Small Enterprises	389.00
- Others Trade Payables	14,233.60
Acceptances	4,635.95
Total	**19,258.55**

19(a) Trade Payables ageing schedule as at 31st March, 2023

(₹ 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	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	**14,613.91**	**5.89**	**-**	**2.80**	**14,622.60**

19(b) Disclosure for information in respect of Micro, Small and Medium Enterprises as at 31st March, 2023.

(₹ In lakhs)

Particulars	As at March 31, 2023
Amount remaining unpaid to any supplier:	
a) Principal Amount	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	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.	3.24

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 20 - OTHER FINANCIAL LIABILITIES

(₹ In lakhs)

Particulars	As at March 31, 2023
Unclaimed Dividend	5.55
Interest accrued	61.51
Others	342.63
Total	**409.69**

NOTE 21 - OTHER CURRENT LIABILITIES

(₹ In lakhs)

Particulars	As at March 31, 2023
Statutory Liabilities	543.71
Advance from customers	1,273.59
Other current liabilities	3.54
Director Remuneration Payable	4.47
Provision for Taxation (Net)	2,424.95
Payable to Employees	1.83
Provision for Employee Benefit	71.06
Provision for Interest expenses	155.69
Provision for Expenses	4,643.21
Cylinder Deposit	10.94
Total	**9,132.99**

NOTE 22 - REVENUE FROM OPERATIONS

(₹ In lakhs)

Particulars	As at March 31, 2023
Revenue from Refrigerant Gases	6,441.47
Revenue from Ash and Coal Handling	128,641.08
Revenue from Solar Segment	1,153.50
Revenue from Service Segment	6,799.22
Revenue from Power Trading	18,755.22
Revenue from Others	1,124.47
Total	**162,914.96**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 23 - OTHER INCOME

(₹ In lakhs)

Particulars	As at March 31, 2023
Interest from Inter-Company Deposits	633.56
Interest from Fixed Deposits	44.11
Foreign Exchange Fluctuation - Gain	50.13
Miscellaneous income	3.80
Write Back	1.29
Rental income	3.09
Profit/Loss on Sale of Fixed Assets	8.60
Interest on Income Tax refund	84.20
Total	**828.78**

NOTE 24 - COST OF MATERIALS CONSUMED

(₹ In lakhs)

Particulars	As at March 31, 2023
Opening Balance	
Opening Raw Materials and Components	746.47
Add:	
Cost of materials Consumed	16,715.61
Freight Inward	3,394.57
Consumption of Stores and Spares	21.35
Less:	
Closing Raw Materials and Components	(1,027.94)
Total	**19,850.06**

NOTE 25 - PURCHASE OF STOCK IN TRADE

(₹ In lakhs)

Particulars	As at March 31, 2023
Purchase Coal	102,647.71
Purchase Solar module	1,081.25
Purchase Electricity	18,668.29
Total	**122,397.25**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 26 - EMPLOYEE BENEFITS EXPENSE

(₹ In lakhs)

Particulars	As at March 31, 2023
Salary and Bonus	1,220.48
Contribution to Provident and Other Funds	36.78
Share-based payment expenses	24.95
Staff Welfare Expenses	37.76
Remuneration to Key Management personnel	84.00
Total	**1,403.97**

NOTE 27 - FINANCE COST

(₹ In lakhs)

Particulars	As at March 31, 2023
Interest cost on financial liabilities measured at amortized cost	1,341.00
Other Charges	600.04
Total	**1,941.04**

The above finance cost includes Interest on Lease liability of ₹ 828.95 lakhs

NOTE 28 - DEPRECIATION AND AMORTISATION

(₹ In lakhs)

Particulars	As at March 31, 2023
Depreciation / Amortisation for the year	
- Tangible Assets & Intangible assets	689.04
Total	**689.04**

The above amount includes depreciation on ROU asset of ₹ 450.44 lakhs

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 29 - OTHER EXPENSES

(₹ In lakhs)

Particulars	As at March 31, 2023
Advertisement and Publicity	62.19
Annual General Meeting Expenses	3.50
Audit fees	11.25
Bad Debts	87.78
License Fees	41.57
Tender Fees	25.27
NRLDC & SRLDC Charges	1.11
Communication	23.20
Director Sitting Fees	6.95
CSR Expenses	23.13
Donation	25.53
Food , Accommodation & Travelling Expenses	291.74
General Expenses	36.19
Insurance	101.17
Legal , Professional & Expert Engagement Fees	352.68
Power and fuel	12.13
Printing and stationery	12.73
Rates and taxes	78.67
Rent	145.67
Repairs and maintenances	97.50
Security Charges	11.29
Provision for Bad and Doubtful Debts as per ECL	347.78
Total	**1,799.03**

29(A) - PAYMENT MADE TO AUDITORS

(₹ In lakhs)

Particulars	As at March 31, 2023
Payment made to statutory auditors :	
i. As auditors	11.25
ii. For taxation matters	-
iii. For other services	-
iv. For reimbursement of expenses	-
Total	**11.25**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

29(B) - CORPORATE SOCIAL RESPONSIBILITY

(₹ In lakhs)

Particulars	As at March 31, 2023
Amount required to be spent during the year	132.47
Amount of expenditure incurred	23.13
Amount carry forward from previous year	117.85
Amount of shortfall for the year	-
Amount of cummulative shortfall at the end of the year	-

The company has incurred ₹ 23.13 lakhs during the year towards CSR activities contributed for promoting health care including preventive health care and sanitation activities.

ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013

NOTE 30 - EXPENDITURE / EARNINGS IN FOREIGN CURRENCY

(₹ In lakhs)

Particulars	As at March 31, 2023
Expenditure in Foreign currency on:	
(i) Salary and allowance	-
(ii) Tours and Travels	-
(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)	4,386.50
e) Others	-
Earnings in Foreign Exchange	**-**

NOTE 31 - CONTINGENT LIABILITIES

LITIGATIONS INVOLVING OUR COMPANY

Our Company is involved in certain legal proceedings, which are pending at varying levels of adjudication at different forum. The outstanding matters set out below includes 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").

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

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 Brach 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.

(ii) 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.

(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.

(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 13.09.2023.

(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. Rejoinder be filed to both the counter affidavits within six weeks.

(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 petition has been posted before the Division Bench along with W.A. 2235 of 2021.

(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 (Chlorodifluromethane (R-22), Difluromethane Pentafluromethane (R410A), and Difluromethane (R32) for which they had failed to make payments for the invoices raised. Therefore, the cheques issued were

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

encashed and consequently were dishonoured. Due to non-receipt of payment, the case has been admitted and is yet to be heard.

(b) Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:

NIL.

(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 ₹ 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 ₹ 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 Bogus purchases and cash credits 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 the bogus purchases and cash credits 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.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Disclosure requirements of Indian Accounting Standards

NOTE 32 - 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 31st March 2023

(₹ In lakhs)

Particulars	Amortized cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI
Assets:			
Non-Current Investment	-	7,375.27	-
Current Trade Receivables	24,516.51	-	-
Cash & Cash Equivalents	1,023.44	-	-
Other Financial Assets	8,401.09	-	-
Liabilities:			
Long term Borrowings	4,045.78	-	-
Lease Liability	6,759.23	-	-
Short term Borrowings	4,137.24	-	-
Trade Payables	19,258.55	-	-
Other Current financial liabilities	409.69	-	-

(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 instruments include:

- Use of DCF for Unquoted instruments

(d) The following tables present fair value hierarchy of assets and liabilities measured at fair value:

Amount as on 31st March 2023

(₹ In lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Alternate Investment Fund	-	-	7,375.27	7,375.27

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 33 - 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 ₹ 253,27,59,828 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's estimate 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

as at and for the year ended March 31, 2023

Credit Risk Exposure

An analysis of age of trade receivables at reporting date is summarized as follows :

(₹ In lakhs)

Particulars	March 31, 2023	
	Net outstanding	Impairment
0 to 30 days	14,349.02	430.47
31 to 60 days	10,682.02	320.46
61 to 90 Days	140.63	4.22
91 to 120 days	26.01	1.3
121 to 180 days	44.01	4.4
181 to 360 days	39.64	3.96
More than 1 year	46.27	46.27
No Credit Loss expected	-	-
Total	**25,327.60**	**811.09**

(₹ In lakhs)

Movement in Provision for Doubtful Debts	Amount
As at March 31, 2022	**463.31**
Charge for the year ended March 31, 2023	347.78
Utilized for the year March 31, 2023	-
Reversal of Excess Provision	-
As at March 31, 2023	**811.09**

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.

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 has 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.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

The table includes principal cash flows

Amount as on 31st March 2023

(₹ 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	25.00	0.00	0.00	0.00	25.00

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 are as follows, all being fixed rate of borrowing, the company is not assuming any risk on interest increase.

Particulars	As at March 31, 2023
Financial Liabilities	
Term Loan from Bank – Unsecured	9.90%
Vehicle Loan from Bank - Secured	6.17 to 8.50%
Working Capital from Bank – Secured	8.50 to 9.31%
Vehicle Loan from Financial Institutions	7.04%
Inter – Corporate Deposits	-
Loan from director	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 of 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, 2023 is ₹22,10,70,240.

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Particulars	As at March 31, 2023
Total Debt	8,183.02
Less: Cash and cash equivalent	1,023.44
Net Debt	**7,159.58**
Total Equity	**31,439.38**
Net debt to equity ratio (in times)	**0.23**

NOTE - 34 DISCLOSURE IN RESPECT OF INDIAN ACCOUNTING STANDARD (IND AS)-19 "EMPLOYEE BENEFITS"

(i) General description of various defined employee benefit 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 LIC of India 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.

(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

Movement in Defined Benefit Obligation

(₹ In lakhs)

Particulars	As at March 31, 2023
Defined benefit obligation at the beginning of the year	45.01
Current service cost	27.55
Interest Cost	3.28
Benefits Paid	-
Remeasurements - actuarial loss/(gain)	24.39
Past service cost/ others	-
Defined benefit obligation at the end of the year	**100.23**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Expense recognised in Statement of Profit & Loss

(₹ In lakhs)

Particulars	As at March 31, 2023
Current service cost	27.55
Past service cost	-
Loss/Gain on settlement	-
Net Interest cost/(income) on Net Defined Benefit Liability/(assets)	3.28
Cost Recognized in P&L	**30.83**

Expense recognised in Other Comprehensive Income

(₹ In lakhs)

Particulars	As at March 31, 2023
Actuarial (gain)/loss due to assumption changes	-
Change in financial assumptions	(2.51)
Experience variance (i.e., Actual experience Vs assumptions)	31.26
Change in demographic assumption	(4.36)
Actuarial (gain)/loss recognized in OCI	**24.39**

Senstivity Analysis

(₹ In lakhs)

Particulars	As at March 31, 2023
Defined benefit obligation (base)	100.23

(₹ In lakhs)

Assumption	Change in Assumption	As at March 31, 2023
Discount Rate	1%	87.45
	-1%	115.85
Salary growth Rate	1%	113.65
	-1%	88.66
Attrition Rate	50%	95.80
	-50%	105.61
Mortality Rate	10%	100.18
	-10%	100.30

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

Acturial Assumption

Particulars	As at March 31, 2023
Discount rate	7.45%
Rate of salary increase	10.00%
Retirement Age	58 Years
Average Future Service	16.33

Leave Encashment

Movement in Defined Benefit Obligation

(₹ In lakhs)

Particulars	As at March 31, 2023
Present value of obligation	35.90
Fair value of plan assets	-
Surplus/ (Deficit)	(35.90)
Effects of asset ceiling, if any	-
Net asset/(liability)	**(35.90)**

Expense recognised in Statement of Profit & Loss

(₹ In lakhs)

Particulars	As at March 31, 2023
Present value of obligation as at the beginning	37.12
Present value of obligation as the end	35.90
Benefit payment	-
Actual return on plan assets	-
Transfer in / (out)	13.25
Cost Recognized in P&L	**12.03**

Senstivity Analysis

(₹ In lakhs)

Particulars	As at March 31, 2023
Defined benefit obligation (base)	(35.90)

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Assumption	Change in Assumption	As at March 31, 2023
Discount Rate	1.00%	30.86
	-1.00%	42.09
Salary growth Rate	1.00%	41.88
	-1.00%	30.93
Attrition Rate	50%	34.24
	-50%	37.99
Mortality Rate	10%	35.87
	-10%	35.92

Acturial Assumption

Particulars	As at March 31, 2023
Discount rate	7.45%
Rate of salary increase	10.00%
Retirement Age	58 Years
Average Future Service	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 which are 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	31st March 2023	
	Weighted Average exercise price (₹)	Number of Options
Opening Balance	-	-
Granted during the year	90.40	700,009
Exercised during the year	-	-
Forfieted during the year	-	-
Lapsed during the year	90.40	34,866
Closing Balance		665,143

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(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:

(₹ In lakhs)

Particulars	As at March 31, 2023
Employee option plan	24.95
Total employee share-based payment expense	**24.95**

(c) Fair value of options granted

The fair value at grant date of options granted during the year ended 31 March 2023 was ₹145.20 per option.

NOTE 35 - 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 KSK Mahanadi Power Company Ltd having 59.58%, Verve Industries Private Limited (14.15%).

(₹ In lakhs)

Particulars	As at March 31, 2023
Segment Revenue (Net Sales/Income)	
Coal & Ash Handling Business	128,641.08
Solar Power - Generation and Related Activities	1,153.50
Refrigerant Gas- (Refilling) and Sales	6,441.47
Sale Of Service	6,799.22
Others	1,124.47
Power Trading	18,755.22
Total	**162,914.96**
Segment Results	
Coal & Ash Handling Business	12,913.96
Solar Power - Generation and Related Activities	504.97
Refrigerant Gas- (Refilling) &Sales	406.34
Sale Of Service	3,840.16
Others	42.94
Power Trading	42.31
Corporate	(975.08)
Profit /Loss before Interest and Tax	**16,775.60**
Finance Cost	1,941.03
Other Income	828.78
Exceptional Items	24.73
Profit /Loss before Tax	**15,638.62**

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Particulars	As at March 31, 2023
Segment Assets	
Coal & Ash Handling Business	25,957.32
Solar Power - Generation and Related Activities	6,066.61
Refrigerant Gas- Refilling & Sales	3,153.56
Sale Of Service	0.25
Others	24.99
Power Trading	16,748.74
Corporate	23,278.63
Total Segment Assets	**75,230.10**
Segment Liabilities	
Coal & Ash Handling Business	10,153.42
Solar Power - Generation and Related Activities	6,759.23
Refrigerant Gas- Refilling & Sales	315.70
Sale Of Service	1,123.72
Others	25.26
Power Trading	17,523.37
Corporate	39,329.40
Total Segment Liabilities	**75,230.10**

NOTE-36 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

(₹ In lakhs)

Particulars	Opening balance	Additions/ Transfers	Utilization	Reversal / Transfers	Closing balance
Short term Provision for tax (Net)	788.13	2,424.95	-	788.13	2,424.95
Provision for ECL	463.31	347.78	-	-	811.09

Particulars	As at March 31, 2023
Corporate Guarantee to Group Company	4,000.00
Corporate Guarantee to Subsidiary	750.00
Other Corporate Guarantees	3,748.00
Claims against the company not acknowledged as debts*	
In respect of:	
a) Income Tax	5,992.19
b) Civil	-
c) Customs & Central Excise	-

** The Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.*

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 37 - DISCLOSURE IN RESPECT OF INDIAN ACCOUNTING STANDARD 24 "RELATED PARTIES DISCLOSURES"

a) Names of Related Parties of the Company :-

(i) Subsidiary Company

Refex Green Mobility Limited
Vituza Solar Energy Limited (Striked off)

(ii) Key Managerial Personnels (KMPs)

Mr. Anil Jain - Managing Director
S. Gopalkrishnan - Company Secretary
G Divya – Company Secretary
U.Lalitha - Chief Financial Officer

(iii) Firms/Companies in which Key Managerial Personnel are interested

Svaryu Energy Limited (previously known as Refex Energy Limited)
Sherisha Technologies Pvt Ltd (previously known as SunEdison Energy India Pvt Ltd)
Refex Renewable & Infrastructure Limited (previously known as SunEdison Infrastructure Ltd)
SunEdison Energy India Pvt Ltd
VS Lignite Power Private Limited
Sherisha Rooftop Solar SPV Four Private Limited
Sparzana Aviation Private Limited

iv) Relatives of KMPs

Ugamdevi Jain
Tarachand Jain
Dimple Jain
Jagdish Jain

b) Transactions during the year

(₹ In lakhs)

Name of Related Party	Nature of Transaction	FY 2022-23
Anil Jain - Managing Director	Director Remuneration	84.00
	Rental Expenses	4.50
	Other reimbursements	4.20
Amalanathan	Director's Sitting fee	2.20
Jamuna Ravikumar	Director's Sitting fee	1.15
Ramesh Dugar	Director's Sitting fee	2.25
Shailesh Rajagopalan	Director's Sitting fee	0.60
Krishnan Ramanathan	Director's Sitting fee	0.35
Susmitha Sirupurapu	Director's Sitting fee	0.30
Sivaramakrishnan Vasudevan	Director's Sitting fee	0.10
U.Lalitha - Chief Financial Officer	Salary & Allowances	32.47
S.GopalKrishnan - Company Secretary	Salary & Allowances	2.36
G Divya - Company Secretary	Salary & Allowances	7.86
Yash Jain	Loan	25.00
	Interest expense	0.01

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(₹ In lakhs)

Name of Related Party	Nature of Transaction	FY 2022-23
Entities in which Key Management personnel are interested		
Svaryu Energy Limited (previously known as Refex Energy Limited)	Purchase of services	46.97
	Advances	20.09
VS Lignite Power Private Limited	Sales of services	4,939.22
Refex Renewables and Infrastructure Ltd (previously known as SunEdison Infrastructure Ltd)	Sales	2.12
Sherisha Technologies Pvt Ltd (previously known as SunEdison Energy India Pvt Ltd)	Interest Income on Advance	559.16
	Rental Charges	9.21
	Reimbursement payable	16.85
	Purchase	800.00
	Advance refunded	700.00
Sherisha Rooftop Solar SPV Four Private Limited	Sale of goods	1,124.47
	Reimbursement	41.82
Sparzana Aviation Private Limited	Purchase of services	92.10
Refex Green Mobility Limited	Investment	10.00

c) Cumulative balances outstanding

(₹ In lakhs)

Name of Related Party	Nature of Transaction	FY 2022-23
Anil Jain	Rent and Remuneration Payable	4.47
U.Lalitha - Chief Financial Officer	Salary & Allowances	1.90
G Divya - Company Secretary	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)	Advance to supplier	6.03
	Payable	20.10
VS Lignite Power Private Limited	Advance from customers	653.72
Refex Green Mobility Limited	Investment	10.00
Sherisha Technologies Pvt Ltd (previously known as SunEdison Energy India Pvt Ltd)	Rental Deposit	7.00
	Interest Receivable	559.16
	Trade Payable	720.00
	Reimbursement payable	13.25
	Inter Corporate Deposit	4,659.69
Yash Jain	Loan from Director	25.00
	Interest payable	0.01

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 38 - EXCEPTIONAL ITEMS

(₹ In lakhs)

Particulars		As at March 31, 2023
(i)	Reversal of provision created towards IT demand	-
(ii)	Investment write off in subsidiary company	-
(iii)	Diminution in the value of investments	(24.73)
Total exceptional income/(expense)		**(24.73)**

For the year ended 31st March, 2023

The company has recognised a diminution in the value of investments of ₹ 24.73 lakhs 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 39 - EARNINGS PER SHARE (EPS)

(₹ In lakhs)

Particulars		As at March 31, 2023
(i)	**Net profit/(loss) attributable to equity shareholders for calculation of EPS**	11,606.08
(ii)	**Weighted average number of equity shares**	
	For Basic EPS	2,15,34,846
	For Diluted EPS	2,15,56,433
(iii)	**Earnings per share**	
	Basic EPS	53.89
	Diluted EPS	53.84

NOTE 40 - DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013

(₹ In lakhs)

Particulars	Nature of Relationship	Purpose	As at March 31, 2023
Refex Green Mobility Limited	Subsidiary company	Investment	10.00
Sherisha Technologies Pvt Ltd	Promoter Group	Business Purpose	4,659.69
Reveuse Fashions and Lifestyle Pvt Ltd	Independent entity	Inter-corporate deposit	620.00
Refex Green Mobility Limited	Subsidiary company	Corporate Guarantee	750.00
Svaryu Energy Limited	Entities in which KMP is interested	Corporate Guarantee	3,748.00
Group company SPV Companies	Group Company	Corporate Guarantee	4,000.00

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

NOTE 41 - ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III

(i) Details of Benami Property held

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 Company with banks and financial institutions are in agreement with the books of accounts.

(iii) Wilful 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

Name of the struck off company	Nature of transaction	Balance outstanding as at current period	Relationship with struck off company
Vituza Solar Energy Limited	Investment in shares	-	Wholly owned subsidiary

(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:

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

Consolidated Notes forming part of Financial Statements

as at and for the year ended March 31, 2023

(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.

NOTE 42 - APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on 18/5/2023

As per our report of even date

For ABCD & Co
Chartered Accountants
Firm No.: 016415S

Vinay Bacchawat
Partner
Membership No. 214520

Place: Chennai
Date: 18/5/2023

For and On behalf of the Board of Directors

Anil Jain
Managing Director
DIN : 00181960

Dinesh Kumar Agarwal
Director
DIN : 07544757

Ramesh Dugar
Director
DIN : 01686047

Uthayakumar Lalitha
Chief Financial Officer

G Divya
Company Secretary
Membership No. : A37320

REFEX INDUSTRIES LIMITED

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