

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of **Reflex Industries Limited**, will be held on, Tuesday the **31st day of July 2018** at 10.30 A.M at “Bharatiya Vidya Bhavan”, East Mada Street, Mylapore , Chennai – 600 004, to transact the following Business.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of Auditors thereon
2. To appoint a Director in the place of Sri. T. Anil Jain (DIN 00181960), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To consider and to give assent/dissent for passing the following resolution as an ordinary resolution.**

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16 (1) (b) and 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs Jamuna Ravikumar holding DIN 08009308 who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 14, 2018 and who holds office until the date of the AGM in terms of Section 161 of the Company's Act, 2013 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying the members intention to propose Mrs Jamuna Ravikumar as a Director of the Company be and is hereby appointed as an Independent Women Director of the Company to hold office for a term of three consecutive years upto the conclusion of the 19th AGM to be held in the year 2021.”

4. **To consider and to give assent/dissent for passing the following resolution as a Special Resolution**

“RESOLVED THAT pursuant to provisions of Regulation 31A(2) read with Regulations 31A(7) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015('Listing Regulations') including any amendments made thereto or any other applicable provisions of Listing Regulations and other applicable laws , consent of the members of the company be and is hereby given to reclassify Mr T. Jagdish Jain (Applicant) holding 7395 Equity shares of the company constituting 0.0477 % of the issued



and paid up share capital of the company from promoter category to “Public category since the applicant is neither involved in the Management nor hold any controlling stake in the company and also not entered into any Shareholders Agreement with the company nor has he got any Veto rights or special information Rights or Special Rights as to voting power or control of the company.

“ RESOLVED FURTHER THAT it is hereby confirmed

- That the Applicant does not hold individually, more than 10% of the paid up equity capital of the company.
- That the applicant does not have any special Rights through formal or informal arrangement/agreements.
- That the applicant does not and shall not act as Key Management Personnel for a period of more than 3 years from the date of shareholders approval.
- That the applicant does not directly or indirectly, exercise Control over the affairs of the company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or the officers authorised by the Board in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the company.

5. To consider and to give assent/dissent for passing the following resolution as a Special Resolution

“RESOLVED THAT pursuant to provisions of Regulation 31A(2) read with Regulations 31A(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') including any amendments made thereto or any other applicable provisions of Listing Regulations and other applicable laws , consent of the members of the company be and is hereby given to reclassify Mrs. Seema Jain holding 84117 equity shares of the Company constituting 0.54% of the issued and paid up share capital of the company from promoter category to “Public category since the applicant is neither involved in the Management nor hold any controlling stake in the company and also not entered into any Shareholders Agreement with the company nor has she got any Veto rights or special information Rights or Special Rights as to voting power or control of the company.

“ RESOLVED FURTHER THAT it is hereby confirmed

- That the Applicant does not hold individually, more than 10% of the paid up equity capital of the company.
- That the applicant does not have any special Rights through formal or informal arrangement/agreements.
- That the applicant does not and shall not act as Key Management Personnel for a period of more than 3 years from the date of shareholders approval.
- That the applicant does not directly or indirectly, exercise Control over the affairs of the company.

“RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board or the officers authorised by the Board in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the company.

6. To consider and to give assent/dissent for passing the following resolution as a Special Resolution

“RESOLVED THAT pursuant to section 186 and all other applicable provisions if any of the Companies Act 2013 read with the relevant rules thereof (Including any statutory modification or re-enactment thereof for the time being in force) the consent of the company be and is hereby accorded to the Board of Directors to :

1. Give loan to any person or other body corporate or
2. Give any guarantee or to provide any security in connection with a loan to any other body corporate or person
3. Acquire by way of subscription, purchase or otherwise the security of any other body corporate.

Which exceeds 60% of company's paid-up capital and its free reserves and security premium account or 100% of the free reserves and securities premium account whichever is more provided that the total loans or investments made, guarantee given and securities provided shall not at any time exceed Rs. 200 Crores over and above the permissible limits.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any questions or difficulty that may arise in regard to the proposed Loans or Guarantees or Securities or Investment and to do all such acts, deeds, matters or things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection thereof”.

**BY ORDER OF THE BOARD
FOR REFEX INDUSTRIES LTD**

PLACE: Chennai
DATE: 25.05.2018

S. Gopalakrishnan
Company Secretary



NOTES

1. The relevant details of a person seeking re-appointment as Director under Item No.2 of the Notice as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchanges is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company. Proxies in order to be effective must be duly filled in, stamped, signed and should be deposited at the Registered office of the Company, not later than 48 hours before the date of meeting. Proxies submitted on behalf of Limited Companies, Societies etc must be supported by appropriate resolution / Authority as applicable issued on behalf of the appointing organization. A person can be appointed as proxy for a maximum of 50 members.
3. The Register of Members and Share Transfer books of the Company will remain closed from 28.07.2018 to 31.07.2018 (Both days inclusive).
4. Members holding equity shares in physical form are requested to notify immediately any change in their address to their respective depository participants and not to the Company.
5. As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
6. Members/Proxies are requested to affix their signature on the Attendance/Admission Slip provided in the “Annual Report” and hand over the same at the venue of the meeting. Only Members/Proxies (Whose Proxy forms have already reached the Company) with the attendance slip will be admitted. All correspondence regarding Equity shares of the Company should be addressed to the Company's Registrar and Share Transfer Agents M/s. Cameo Corporate Services Ltd at “Subramanian Building” 5th Floor No.1, Club House Road, Chennai – 600 002.
7. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
8. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail the benefits of easy liquidity, electronic transfer, savings in stamp duty, prevention of forgery, etc.

Important note: The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies towards service of notice /

documents including Annual Report can be sent through email to its members. To support this green initiative, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of Electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with M/s. Cameo Corporate Services Limited, whose address is given elsewhere in this Annual Report. Kindly ensure to update your fresh Email ID with the Depository / M/s. Cameo Corporate Services Limited, if you have changed the same.

9. Members holding shares in Dematerialized form are requested to intimate immediately all changes pertaining to their Bank details NECS / ECS, mandates, nominations, power of attorney, change of address / name etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agents (RTA). Changes intimated to the Depository Participant will be automatically reflected in the Company's records which will help the Company and the RTA to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise the above changes to the Company's RTA viz. M/s. Cameo Corporate Services Limited.
10. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
11. Members desirous of any information as regards financial statement are requested to write to the Company at least 7 days before the meeting so as to enable the Management to keep the information ready.
12. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 05.07.2018

The Notice of the meeting is also posted on the website of the Company (www.refex.co.in)

- (a) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2016 and Regulation 31 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
- (b) The voting through electronic means will commence on 28.07.2018 at 09.00 A.M. and will end on 30.07.2018 at 5.00 P.M. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.



- (c) The Company has appointed Mr. R. Muthukrishnan, Practicing Company Secretary, Membership No. FCS 6775, to act as the Scrutinizer for conducting the electronic voting process (including the Ballot form received from the members) who does not have access to the e- voting process in a fair and transparent manner
- (d) The facility for voting through Ballot paper has been made available at the AGM and the members attending the meeting who have not cast their vote by remote e - voting shall be able to exercise their right at the meeting through ballot paper.
- (e) The members who have cast their vote by remote e- voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (f) The procedure and instructions for the voting through electronic means is, as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28.07.2018 at 09.00 am and ends 30.07.2018 on at 5:00 pm. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24.07.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders / Members
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN Of Reflex Industries Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their votes using CDSL's Mobile App M- Voting available for android based mobiles. The M-Voting app can be downloaded from the Google play store, Apple and windows phone users can download the app from the App store and the windows phone respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any Queries or issues regarding e voting, you may refer the frequently asked question (“FAQs”) and e voting manual available @ www.evotingindia.com, under help section or write a email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

- (a) Please follow all steps from Serial No. (i) to Serial No (ix) above to cast vote.
- (b) The voting period begins on 28.07.2018 at 9.00 am and ends on 30.07.2018 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24.07.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- © Any person, who acquires shares of the Company and becomes member of the Company after despatch of the notice and holding shares on the cut-off date i.e 24.07.2018, the may obtain the login ID by sending an email to investor@cameoindia.com, by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (d) A person who is not a member as on the cut – off date should treat this notice for information purpose only.
- (e) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting user manual for members available at the help section of www.evotingindia.com under or write an email to helpdesk.evoting@cdslindia.com.
- (f) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz., <http://www.refex.co.in/> and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & NSE India Limited, Mumbai.



13. Pursuant to the Regulation 36(3) of SEBI (Listing Obligation and Disclosure Regulations) 2015 the brief profile of Directors eligible for Re- Appointment wide Item Nos. 2 is given below

Particulars	Mr. T. Anil Jain
DIN	00181960
Date of Birth	13/09/1976
Date of Appointment	13/09/2002
Qualifications	B.Com
Experience in specific functional areas	Played a pivotal role in navigating the company over the last 15 years by overcoming the business challenges, financial problems and other operational difficulties. He has sound knowledge on both segments of the company namely: i) refilling of refrigerant gases ii) solar power generations the company under his guidance has shown improvements in term of turnover and profits
Relationship with any director(s) of the company	None
Directorship held in other listed entities	Nil
Membership /chairmanship of committees of listed entities	Refex Industries Ltd •Audit committee-Member . •Stakeholder relationship committee-Member.
Number of shares held in the company	19,57,796

**BY ORDER OF THE BOARD
FOR REFEX INDUSTRIES LTD**

PLACE: Chennai
DATE: 25.05.2018

S. Gopalakrishnan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT 2013
ANNEXED TO THE NOTICE

ITEM NO: 3

Pursuant to the recommendation of Nomination and Remuneration committee under Section 178[2] of the companies act 2013("the Act") and the SEBI (Listing Obligation and Disclosure Requirement) Regulation Act 2015, the Board of Directors , have pursuant to the resolution adopted on February 14,2018 ,appointed Mrs. Jamuna Ravikumar (DIN 08009308) as an Additional Women Independent Director of the Company pursuant to Sections 149, 152, 161 read with schedule IV and other applicable provisions of the Act As an Additional Director she holds office upto the date of this AGM. In terms Section 149 and other applicable provisions of the Act and the rules made there under, the proposed resolution seeks the approval of the members for the appointment of Mrs.Jamuna Ravikumar as women independent director for a term of three consecutive years from the conclusion of this AGM till the conclusion of 21st AGM, not liable to retire by rotation.

The company has received consent from Mrs. Jamuna Ravikumar to act as a director and declaration to the effect that she meets to the criteria of independence as provided in sub Section 6 of Section 149 of the Act and also a declaration under Section 164 of the Act, that she is not disqualified from being appointed as a Director .

The company has a received a notice in writing under the provisions of Section 160 of the companies Act 2013 along with requisite deposit amount , from a member proposing the candidature of Mrs. Jamuna Ravikumar for the office of independent director , to be appointed as such under the provisions of Section 149 of the Act .

Mrs. Jamuna Ravikumar has been recommended for appointment as an independent director by the nomination and remuneration committee of the Board of Directors in terms of Section 178(2) of the Act and in the opinion of the Board . She is a person of integrity and possess the relevant expertise and experience. Further in the opinion of the Board of the Directors Mrs.Jamuna Ravikumar the independent director proposed to be appointed , fulfils the conditions specified in the Act and the rules made there under and she is independent of the management and her appointment as an independent director would be beneficial to the company , and this will enable the board to discharge its functions and duties efficiently .

A copy of the letter of appointment of Mrs. Jamuna Ravikumar as an independent director setting out the terms and conditions is available for inspection without any fee for the benefit of the members at the company's registered office during normal business hours.



CONCERN OR INTEREST, FINANCIAL OR OTHERWISE OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES

Except Mrs. Jamuna Ravikumar the appointee, none of the directors / key managerial personnel of the company or their relatives is concerned or interested in the resolution. Other details as required under secretarial standard on general meeting (SS-2) and the SEBI (listing obligation and disclosure requirements) regulation 2015 are furnished separately below.

The Following are the details of Mrs. Jamuna Ravikumar (holding DIN 08009308), who is a Director

Age:	34 Years
Qualification details:	Master of Commerce from University of Madras
Experience:	3 years' experience in accounts and Finance line, six years' experience in ROC and Income tax filing and Secretarial matters.
Terms & conditions:	NA
Remuneration last drawn:	NA
Date of first appointment	NA
Shareholding details:	NIL
Relationship with other Directors/KMP :	NIL
Details of other Directorship, membership/ Chairmanship of other Boards	NIL

None of the directors and key managerial personnel of the company or their respective relatives are concerned or interested in the resolution set out at item No.3

The Board recommends the resolution set forth in the notice for approval by the shareholders.

ITEM NO:4

The company has received a letter dated 8-12-2017 from T. Jagdish Jain falling under the category of promoters/promoter group of the company, requesting to reclassify him as a public shareholder

The applicant holds 7395 equity shares of the company constituting 0.0478% of the issued and paid-up share capital of the company. He does not exercise any control over the company. He is in no way connected with the management of the affairs of the company. He neither has representation on the Board of Directors of the company, nor holds any key managerial personnel position in the company. The company has also not entered into any shareholders agreement with him. Further he does not have any special rights as to voting power or control of the company, nor any special information rights.

Based on the letter received from the applicant , the matter was discussed by the Board of Directors of the company at their meeting held on 14th February 2018 and Board decided to get the applicant reclassified from the category ' promoter' to 'public' with the approval of the stock exchange .

A reclassification may also be permitted by the stock exchange under main listing regulation NO.31A (2) itself read with the additional conditions specified under regulation 31A(7) of the listing regulations. The sum total of conditions under the two sub regulations are as follows:

1. A request for reclassification is to be made by the concerned listed entity or by the concerned shareholder to stock exchanges.
2. All relevant evidence to be provided.
3. Reclassified promoter shall not directly or indirectly exercise control over the affairs of the entity.
4. Increase in the level of public shareholding pursuant to reclassification of promoter shall not be considered towards achieving compliance with minimum public shareholding requirement under rules 19A of the securities contract (Regulations) rules 1957.
5. The event of reclassification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of the listing regulations.

All the conditions specified under regulation 31A (2) and 31A (7) of listing regulation have been duly complied with by the company.

No director , key managerial personnel or their relatives are in any way concerned or interested in the resolution No 04 other than T.Jagdish Jain the applicant, T.Anil Jain and Seema Jain applicant's relatives.

The Board recommends the resolution set forth in the notice for approval by the shareholders.

ITEM NO:5

The company has received a letter dated 8-12-2017 from Mrs. Seema Jain falling under the category of promoters/promoter group of the company , requesting to reclassify her as a public shareholder

The applicants holds 84117 equity shares of the company constituting 0.5436% of the issued and paid -up share capital of the company. She does not exercise any control over the company. She is in no way connected with the management of the affairs of the company. She neither have representation on the Board of Directors of the company, nor holds any key managerial personnel position in the company . The company has also not entered into any shareholders agreement with



her. Further she does not have any special rights as to voting power or control of the company, nor any special information rights .

Based on the letter received from the applicant , the matter was discussed by the Board of Directors of the company at their meeting held on 14th February 2018 and Board decided to get the applicant reclassified from the category ' promoter' to 'public' with the approval of the stock exchange .

A reclassification may also be permitted by the stock exchange under main listing regulation No.31A (2) itself read with the additional conditions specified under regulation 31A(7) of the listing regulations. The sum total of conditions under the two sub regulations are as follows:

1. A request for reclassification is to be made by the concerned listed entity or by the concerned shareholder to stock exchanges .
2. All relevant evidence to be provided .
3. Reclassified promoter shall not directly or indirectly exercise control over the affairs of the entity.
4. Increase in the level of public shareholding pursuant to reclassification of promoter shall not be considered towards achieving compliance with minimum public shareholding requirement under rules 19A of the securities contract (Regulations) rules 1957.
5. The event of reclassification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of the listing regulations .

All the conditions specified under regulation 31A(2) and 31A(7) of listing regulation have been duly complied with by the company .

No director, key managerial personnel or their relatives are in any way concerned or interested in the resolution No 05 other than T. Jagdish Jain the applicant, T.Anil Jain and Seema Jain applicant 's relatives.

The Board recommends the resolution set forth in the notice for approval by the shareholders.

ITEM NO: 6

In terms of provisions of section 186 of the Companies Act 2013 where giving of any loans or guarantee or providing Security or the acquisition of Securities exceeds sixty percent of the aggregate of the paid up capital and free reserves and Securities premium account or Hundred percent of its free Reserves and securities premium account, whichever is more, prior approval of the shareholders by means of a special resolution shall be necessary.

At present the company is permitted to give loan, issue guarantee, provide security or acquire securities of the body corporate upto Rs. 6.68 crores.

Taking into account the future requirements of business and to ensure company's funding obligation towards group entities and other corporates. It is proposed to obtain the shareholders' approval up to an amount of Rs 200 Crores which as on date is higher than the limits specified under Section 186 of the Act.

None of the directors and key managerial personnel of the company or their respective relatives are concerned or interested in the resolution set out at item No.6

The board of directors commends the resolution for the approval of the members as a special resolution.

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

Place: Chennai
Date: 25.05.2018

S.Gopalakrishnan
Company Secretary