

<b>General information about company</b>	
Scrip code	532884
NSE Symbol	REFEX
MSEI Symbol	NOTLISTED
ISIN	INE056I01017
Name of the entity	REFEX INDUSTRIES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															Textual Information(1)									
Whether the listed entity has a Regular Chairperson					Yes																			
Whether Chairperson is related to MD or CEO					Yes	Disqualification of Directors under section 164 of the Companies Act, 2013																		
DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit Stakeholder Committee held in this listed entity (Refer Regulation 26(1) of Listing Regulations)					
82A	00181960	Executive Director	Chairperson related to Promoter	MD	13-09-1976	No			Active	NA		13-09-2002	23-09-2022			2	0	2	0					
67A	07544757	Non-Executive - Non Independent Director	Not Applicable		09-07-1980	No			Active	NA		27-07-2016	30-09-2016			1	0	2	0					
7A	09850991	Non-Executive - Non Independent Director	Not Applicable		22-08-1994	No			Active	NA		02-02-2023	02-02-2023			1	0	0	0					
06B	01686047	Non-Executive - Independent Director	Not Applicable		25-01-1973	No			Active	NA		29-12-2020	30-09-2021		27.3	1	1	2	2					

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Re
SPR4897C	09854815	Non-Executive - Independent Director	Not Applicable		12-09-1967	No				Active	NA		02-02-2023	02-02-2023		1.26	1	1	2	0
GPV5604C	02345708	Non-Executive - Independent Director	Not Applicable		15-06-1958	No				Active	NA		31-03-2023	31-03-2023		0.1	1	1	2	0
IPA2933Q	08730795	Non-Executive - Independent Director	Not Applicable		18-04-1960	No				Active	NA		28-03-2020	29-12-2020	27-03-2023	36	1	1	2	1
JPS7838J	01855598	Non-Executive - Non Independent Director	Not Applicable		04-02-1977	No				Active	NA		29-12-2020	30-09-2021	31-01-2023		0	0	0	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
08009308	Non-Executive - Independent Director	Not Applicable		29-05-1984	No				Active	NA		14-02-2018	30-09-2021	31-01-2023	59.14	0	0	0	0

**Text Block**

Textual Information(1)

1. Mrs. Jamuna and Mr. Pillappan Amalanathan had resigned from the Board of Refex Industries Limited with effect from January 31, 2023 and March 27, 2023 respectively. Hence, the date until the resignation date of the Directors has been considered instead of 31st March, 2023 for the computation of Tenure of the Directors.
2. Mrs. Jamuna and Mr. Pillappan Amalanathan had resigned from the Board of Refex Industries Limited with effect from January 31, 2023 and March 27, 2023 respectively. Hence, their Directorship in the Committee membership has not been considered.

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01686047	Ramesh Dugar	Non-Executive - Independent Director	Chairperson	30-09-2022		Textual Information(1)
2	07544757	Dinesh Kumar Agarwal	Non-Executive - Non Independent Director	Member	27-07-2016		
3	09854815	Krishnan Ramanathan	Non-Executive - Independent Director	Member	02-02-2023		
4	02345708	Sivaramakrishnan Vasudevan	Non-Executive - Independent Director	Member	31-03-2023		
5	08730795	Pillappan Amalanathan	Non-Executive - Independent Director	Chairperson	28-03-2020	27-03-2023	
6	08009308	Jamuna	Non-Executive - Independent Director	Member	14-02-2018	31-01-2023	

**Sr Text Block**

Textual Information(1)

Mr. Ramesh Dugar was appointed as a Chairman of the Committee on 31-03-2023.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01686047	Ramesh Dugar	Non-Executive - Independent Director	Chairperson	30-09-2022		Textual Information(1)
2	07544757	Dinesh Kumar Agarwal	Non-Executive - Non Independent Director	Member	27-07-2016		
3	09854815	Krishnan Ramanathan	Non-Executive - Independent Director	Member	02-02-2023		
4	02345708	Sivaramakrishnan Vasudevan	Non-Executive - Independent Director	Member	31-03-2023		
5	08730795	Pillappan Amalanathan	Non-Executive - Independent Director	Chairperson	28-03-2020	27-03-2023	
6	08009308	Jamuna	Non-Executive - Independent Director	Member	14-02-2018	31-01-2023	



**Sr Text Block**

Textual Information(1)

Mr. Ramesh Dugar was appointed as a Chairman of the Committee on 02-02-2023.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01686047	Ramesh Dugar	Non-Executive - Independent Director	Chairperson	30-09-2022		Textual Information(1)
2	07544757	Dinesh Kumar Agarwal	Non-Executive - Non Independent Director	Member	27-07-2016		
3	02345708	Sivaramakrishnan Vasudevan	Non-Executive - Independent Director	Member	31-03-2023		
4	09854815	Krishnan Ramanathan	Non-Executive - Independent Director	Member	02-02-2023		
5	08730795	Pillappan Amalanathan	Non-Executive - Independent Director	Chairperson	28-03-2020	27-03-2023	
6	08009308	Jamuna	Non-Executive - Independent Director	Member	14-02-2018	31-01-2023	

**Sr Text Block**

Textual Information(1)

Mr. Ramesh Dugar was appointed as a Chairman of the Committee on 31-03-2023.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01686047	Ramesh Dugar	Non-Executive - Independent Director	Chairperson	30-09-2022		Textual Information(1)
2	00181960	Anil Jain	Executive Director	Member	28-03-2020		
3	07544757	Dinesh Kumar Agarwal	Non-Executive - Non Independent Director	Member	28-03-2020		
4	08730795	Pillappan Amalanathan	Non-Executive - Independent Director	Chairperson	28-03-2020	27-03-2023	

**Sr Text Block**

Textual Information(1)

Mr. Ramesh Dugar was appointed as a Chairman of the Committee on 31-03-2023.

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-11-2022				Yes	6	6	3
2		02-02-2023	85		Yes	4	4	2
3		02-03-2023	27		Yes	6	6	3
4		31-03-2023	28		Yes	6	6	3



**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2022				Yes	4	4	3	0
2	Audit Committee	02-02-2023				Yes	3	3	2	0
3	Audit Committee	02-03-2023	27			Yes	4	4	3	0
4	Audit Committee	17-03-2023	14			Yes	4	4	3	0
5	Nomination and remuneration committee	02-02-2023				Yes	3	3	2	0
6	Nomination and remuneration committee	02-03-2023	27			Yes	4	4	3	0

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	31-03-2023	28			Yes	3	3	2	0
8	Corporate Social Responsibility Committee	31-03-2023				Yes	3	3	1	0
9	Stakeholders Relationship Committee	31-03-2023				Yes	4	4	3	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	G Divya
2	Designation	Company Secretary and Compliance Officer

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.refex.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.refex.co.in
3	Composition of various committees of board of directors	Yes		www.refex.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.refex.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.refex.co.in
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.refex.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.refex.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.refex.co.in

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.refex.co.in
11	email address for grievance redressal and other relevant details	Yes		www.refex.co.in
12	Financial results	Yes		www.refex.co.in
13	Shareholding pattern	Yes		www.refex.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.refex.co.in
18	Credit rating or revision in credit rating obtained	Yes		www.refex.co.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.refex.co.in
21	Materiality Policy as per Regulation 30	Yes		www.refex.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.refex.co.in

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	G Divya
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

**Text Block**

Textual Information(1)

The Material Subsidiary Policy is in place for the Company. But there are no Material Subsidiary as on 31st March, 2023

**Annexure II**

1	Name of signatory	G Divya
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	465969401.4	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	774800000
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)



<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Uthayakumar Lalitha		
Designation	CFO		
Place	CHENNAI		
Date	20-04-2023		

**Signatory Details**

Name of signatory	G. Divya
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	20-04-2023

