



Refex Industries Limited

CIN No. L45200TN2002PLC049601



National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra – Kurla Complex,
Bandra East,
Mumbai – 400 051

11.04.2016

Dear Sir / Madam,

Sub: Report on Corporate Governance for the Year ended 31st March, 2016

Please find enclosed a Report on Corporate Governance for the Year ended 31st March, 2016. Kindly acknowledge the receipt of the report.

Thanking You,

Yours Faithfully,
For Refex Industries Limited

Encl: As Above

S. Gopalakrishnan
Company Secretary



Refex Industries Limited

CIN No. L45200TN2002PLC049601

Report on Corporate Governance for the year ended 31st March, 2016



1. Name of Listed Entity: Refex Industries Limited

2. Year ending: 31.03.2016

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance (Yes/No/NA)	status
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N.A	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance (Yes/No/NA) status
Independent director(s) have been appointed in terms of specified criteria	16(1)(b) & 25(6)	Yes

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of 'independence' and/or 'eligibility'		
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	
Plans for orderly succession for appointments	17(4)	
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information Performance	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes

Contd. ...



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Disclosure of Shareholding by Non Executive Directors	26(4)	N.A
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note:

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

III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Reflex Industries Limited

S. Gopalakrishnan
Company Secretary



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11.04.2016

Dear Sir / Madam,

Sub: Report on Corporate Governance for the Quarter ended 31st March, 2016

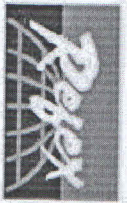
Please find enclosed a report on Corporate Governance for the quarter ended 31st March, 2016. Kindly acknowledge the receipt of the report.

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For Reflex Industries Limited

Encl: As Above

S. Gopalakrishnan
Company Secretary



Reflex Industries Limited



CIN: L45200TN2002PLC049601

Report on Corporate Governance for the Quarter ended 31st March, 2016

1. Name of Listed Entity: Reflex Industries Limited
2. Quarter ending: 31.03.2016

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of Chairperson in Audit/ Stakeholder Committee held in entities including this listed entity
Mr.	T. Anil Jain	AADPPA8582A & 00181960	Chairperson & Executive	29/09/2014	3 Years	1	3	Nil
Mr.	Nilkanth Dhirubhai Trivedi	02063100	Non – Executive & Independent	29/09/2014	3 Years	1	1	Nil
Mr.	Hem Senthil Raj	AQQPR4857E & 06760725	Non – Executive & Independent	29/09/2014	3 Years	1	3	3
Mrs	R.Maheswari	AHEPR1361A & 06829926	Non – Executive & Independent	30/09/2015	3 Years	2	3	Nil

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

Admin Office: No. 67, Bazullah Road, T. Nagar, Chennai – 600 017. Ph: +91-44-43405950, Fax: +91-44-42694112.

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



Reflex Industries Limited



CIN: L45200TN2002PL C049601

II. Composition of Committees

Name of Committee	Name of Committee Members	Category
1. Audit Committee	✓ Mr. Hem Senthil Raj	Chairman
	✓ Mr. T Anil Jain	Member
	✓ Mr. Nilkanth Dhirubhai Trivedi	Member
2. Nomination & Remuneration Committee	✓ Mr. Hem Senthil Raj	Chairman
	✓ Mrs. R. Maheswari	Member
	✓ Mr. Nilkanth Dhirubhai Trivedi	Member
3. Stakeholders Relationship Committee	✓ Mr. Hem Senthil Raj	Chairman
	✓ Mr. T Anil Jain ✓ Mrs. R. Maheswari	Member Member
4. Risk Management	Not Applicable	Member

III. Meeting of Board of Directors

Date(s) of Meeting(if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum time gap between any two consecutive meetings in number of days
23.10.2015	20.01.2016	88 days

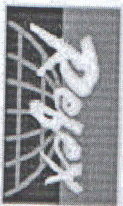
IV. Meeting of committees

Date(s) of Meeting of the Audit committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum time gap between any two consecutive meetings in number of days
20.01.2016	Yes; Two Members were present out of which one is the Chairman and Independent Director	23.10.2015	88 days

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V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - ✓ Audit Committee
 - ✓ Nomination & remuneration committee
 - ✓ Stakeholders relationship committee
 - ✓ Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. No comments / observations from the Board of Directors were received.

Name & Designation


S. Gopalakrishnan

Company Secretary & Compliance Officer

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Bombay Stock Exchange Ltd.,
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Dalal Street, Fort,
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11.04.2016

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