

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Reflex Industries Limited**  
 2. Quarter ending - **31-Mar-2020**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y  (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e ( s ) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	T A n i l J a i n	0 0 1 8 1 9	A A D P A 8	C & E D	M D	13- S e p - 20 02	26- S e p - 2017		3 6	1 3- S e p - 1	NA		2	0	3	0	SC	

		60	582A					976									
Mr.	Din esh Ku ma r Ag ar wal	07544757	A K H P A O 0 6 7 A	NED	27-Jul-2016	30-Sep-2016		09-Jul-1980	NA		10	10	10	10	AC,NRC		
Mrs.	Ja mu na	080099308	A V O P J 9 9 3 0 3 8 P	ID	14-Feb-2018	31-Jul-2018	36	29-May-1984	NA		22	22	52	22	AC,SC,NRC		
Mr.	PIL LA PP AN AM AL AN AT HA N	08730795	A AI P A 2 9 3 3 Q	ID	28-Mar-2020	28-Mar-2020	36	18-Apr-1960	NA		11	11	22	22	AC,SC,NRC	The Director Mr Pilla ppan Amal anat han was appo inted in the Boar d Meet ing held on 28-03-2020 and he is due to be	

																	Re-Appointe d in the forth coming Annual General Meet ing. We have take n the date of Re-App oint ment as the same date of App oint ment as requ ired by the syste m.
M r.	He m Sen thil Raj	0 6 7 6 0 7 2 5	A Q Q P R 4 8 5 7 E	ID	11- Feb - 20 14	26- Sep- 2017	20- Jan - 20 20	3 6	1 2- N o v- 1 9 8 7	NA		2	2	3	3	AC,SC, NRC	

Company Remarks	Mr Hem Senthil Raj had Vacated his Office during the Quarter on 20-Jan-2020.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hem Senthil Raj	ID	Member	29-Sep-2014	20-Jan-2020
2	PILLAPPAN AMALANATHAN	ID	Chairperson	28-Mar-2020	
3	Jamuna	ID	Member	14-Feb-2018	
4	Dinesh Kumar Agarwal	NED	Member	27-Jul-2016	

Company Remarks	Mr Hem Senthil Raj was holding the position of Chairman till the date he vacated his office. The system is not accepting the same as Mr Pillappan Amalanathan has become the Chairman after his appointment
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hem Senthil Raj	ID	Member	29-Sep-2014	20-Jan-2020
2	PILLAPPAN AMALANATHAN	ID	Chairperson	28-Mar-2020	
3	Jamuna	ID	Member	14-Feb-2018	
4	T Anil Jain	C & ED	Member	26-Sep-2017	

Company Remarks	Mr Hem Senthil Raj was holding the position of Chairman till the date he vacated his office. The system is not accepting the same as Mr Pillappan Amalanathan has become the Chairman after his appointment
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hem Senthil Raj	ID	Member	29-Sep-2014	20-Jan-2020
2	PILLAPPAN AMALANATHAN	ID	Chairperson	28-Mar-2020	

3	Jamuna	ID	Member	14-Feb-2018	
4	Dinesh Kumar Agarwal	NED	Member	27-Jul-2016	

Company Remarks	Mr Hem Senthil Raj was holding the position of Chairman till the date he vacated his office. The system is not accepting the same as Mr Pillappan Amalanathan has become the Chairman after his appointment
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
13-Nov-2019	20-Jan-2020	Yes	4	2
	28-Mar-2020	Yes	4	2
	28-Mar-2020	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	67

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Nov-2019		Yes	4	2
Audit Committee		13-Feb-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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## VI. Affirmations

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : **S Gopalakrishnan**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Terms and conditions of appointment of	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Composition of various committees of	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Code of conduct of board of directors and	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Details of establishment of vigil mechanism/	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Criteria of making payments to non-	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Policy on dealing with related party	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a> investors-
Contact information of the designated	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Financial results	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Shareholding pattern	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a> investors-
Materiality Policy as per Regulation 30	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		<a href="http://www.refex.co.in/i">http://www.refex.co.in/i</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Not Applicable	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
	26(4)	Not Applicable	



<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**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. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **S Gopalakrishnan**  
**Designation** : **Company Secretary & Compliance Officer**