



Refex Industries Limited
CIN No. L45200TN2002PLC049601



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

06.04.2018

Dear Sir / Madam,

Sub: Report on Corporate Governance for the Quarter ended 31st March, 2018

Please find enclosed a report on Corporate Governance for the quarter ended 31st March, 2018. Kindly acknowledge the receipt of the report.

Thanking You,

Encl: As Above

Yours Faithfully,
For Refex Industries Limited



S. Gopalakrishnan
S. Gopalakrishnan
Company Secretary



Reflex Industries Limited



CIN: L45200TN2002PLC049601

Report on Corporate Governance for the Quarter ended 31st March, 2018

1. Name of Listed Entity: Reflex Industries Limited

2. Quarter ending: 31.03.2018

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	Name of 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 Stakeholder Committee held in listed entities including this listed entity	post of Audit/ Stakeholder Committee
Mr.	T. Anil Jain	AADPA8582A & 00181960	Chairperson & Executive	26.09.2017	3 Years	1	2	Nil	Nil
Mr.	Hem Senthil Raj	AQQPR4857E & 06760725	Non - Executive & Independent	26.09.2017	3 Years	1	3	3	3
Mrs	Jamuna Ravi Kumar	AVOPJ9938P & 08009308	Non - Executive & Independent	14.02.2018	3 Years	1	3	Nil	Nil
Mr	Dinesh Kumar Agarwal	AKHPA0067A & 07544757	Non - Executive	30/09/2016	-	1	3	Nil	Nil

II. Composition of Committees

Regd Office: No. 20, Mooker Nallamuthu Street, Chennai - 600 001. India. E Mail: admin@reflex.co.in Website: www.reflex.co.in
Admin Office: No. 67, Bazulath Road, T. Nager, Chennai - 600 017. Ph: +91-44-43405950, Fax: +91-44-42694112.
Factory: No. 1/171, Old Mamallapuram Road, Thiruporur - 603 110, Kanchipuram District. Ph: +91-44-2744 5295.



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Name of Committee	Name of Committee Members	Category
1. Audit Committee	<input checked="" type="checkbox"/> Mr. Hem Senthil Raj <input checked="" type="checkbox"/> Mr. T Anil Jain <input checked="" type="checkbox"/> Mrs. Jamuna Ravi Kumar <input checked="" type="checkbox"/> Mr. Dinesh Kumar Agarwal	Chairman Member Member Member
2. Nomination & Remuneration Committee	<input checked="" type="checkbox"/> Mr. Hem Senthil Raj <input checked="" type="checkbox"/> Mrs. Jamuna Ravi Kumar <input checked="" type="checkbox"/> Mr. Dinesh Kumar Agarwal	Chairman Member Member
3. Stakeholders Relationship Committee	<input checked="" type="checkbox"/> Mr. Hem Senthil Raj <input checked="" type="checkbox"/> Mr. T Anil Jain <input checked="" type="checkbox"/> Mrs. Jamuna Ravi Kumar <input checked="" type="checkbox"/> Mr. Dinesh Kumar Agarwal	Chairman Member Member Member
4. Risk Management	Not Applicable	
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
13.12.2017	14.02.2018	62 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
14.02.2018	Yes; Three Members were present out of which one is the Chairman - cum - Independent Director	13.12.2017
		Maximum time gap between any two consecutive meetings in number of days
		62 days
V. Related Party Transactions		

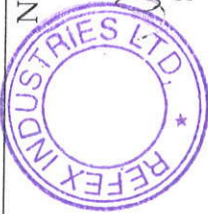
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Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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) - NA	
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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Report on Corporate Governance for the year ended 31st March, 2018

1. Name of Listed Entity: Reflex Industries Limited

2. Year ending: 31.03.2018

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
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	Yes

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details		
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 status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

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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)	N.A
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


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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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