

refex

Date: September 22, 2025

To,

The BSE Ltd. 1 st Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001 Security Code: 532884	The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, C – 1, Block G Bandra – Kurla Complex, Bandra (E) Mumbai – 400051 Symbol: REFEX
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Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for ("Listing Regulations") the proposed Composite Scheme of Amalgamation and Arrangement amongst Refex Green Mobility Limited ("Transferor Company") and Refex Industries Limited ("Transferee Company" or "Demerged Company") and Refex Mobility Limited ("Resulting Company") and their respective shareholders ("the Scheme").

Compliance report as per Securities and Exchange Board of India's ("SEBI") Master Circular dated June 20, 2023, bearing reference number SEBI/HO/CFO/POD-2/P/CIR/2023/93 ("SEBI Master Circular")

Dear Sir/Madam,

It is hereby certified that the draft Composite Scheme of Amalgamation and Arrangement amongst Refex Green Mobility Limited ("Transferor Company" or "RGML") and Refex Industries Limited ("Transferee Company" or "Demerged Company" or "RIL") and Refex Mobility Limited ("Resulting Company") and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, (hereinafter referred to as "**Scheme**") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and this circular, including the following:

Sl. No	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate Governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with Securities Laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied/Submitted as a part of the current submission. Copy of all the documents is enclosed as a part of this application.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the requirement specified in Para (I)(A)(3) in relation to the Scheme involving unlisted entities, as applicable.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the Share Entitlement Ratio Report is enclosed as a part of this application.

Refex Industries Limited
A Refex Group Company

CIN: L45200TN2002PLC049601

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Sl. No	Reference	Particulars	Remarks
(d)	Para I(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Copy of the certificates issued by the statutory auditors of the Transferor Company, Transferee/Demerged Company and the Resulting Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act, 2013 and accounting standards framed thereunder is enclosed as part of this application.
(e)	Para I(A)(9)	Provision of approval of public shareholders through e-voting	The Demerged Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time.
(e)	Para I(A)(10)		Provisions of Part I(A)(10)(b) read with Para I(A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023, are not applicable. In this regard, certificate from Statutory Auditor of the Demerged Company is enclosed as part of this application.

For Refex Industries Limited


Ankit Poddar
 Company Secretary
 ICSI Membership No. A-25443



For Refex Industries Limited


Anil Jain
 Chairman & Managing Director
 DIN: 00181960

Certified that the transactions / accounting treatment provided in the draft composite Scheme of Amalgamation and Arrangement amongst Refex Green Mobility Limited ("Transferor Company" or "RGML") and Refex Industries Limited ("Transferee Company" or "Demerged Company" or "RIL") and Refex Mobility Limited ("Resulting Company") and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Refex Industries Limited


Dinesh Kumar Agarwal
 Whole-Time Director & Chief Financial Officer
 DIN: 07544757



For Refex Industries Limited


Anil Jain
 Chairman & Managing Director
 DIN:00181960

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