

FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated July 17, 2020 (“Letter of Offer”) which is available on the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Our Company has made available on the website of Registrar’s i.e. Cameo Corporate Services Ltd. at <https://rights.cameoindia.com/Refex> and the Company’s website the Abridged Letter of Offer along with the Rights Entitlement Letter and Application Form to the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. You may download the Letter of Offer from the websites of the Securities and Exchange Board of India (“SEBI”), the Stock Exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, the “Stock Exchanges”), the Registrar and the Lead Manager i.e. Keynote Financial Services Limited at www.sebi.gov.in, www.bseindia.com, www.nseindia.com, <https://rights.cameoindia.com/Refex> and www.keynoteindia.net respectively.



REFEX INDUSTRIES LIMITED

Registered and Corporate Office: 11th Floor, Bascon Futura IT Park, New No. 10/2, Old No. 56L Venkat Narayana Road, T Nagar, Chennai 600 017, Tamil Nadu

Contact Person: S. Gopalakrishnan, Company Secretary & Compliance Officer

Telephone: +91 44 4340 5950 **E-mail:** admin@refex.co.in **Website:** www.refex.co.in

Corporate Identification Number: L45200TN2002PLC049601

PROMOTERS OF THE COMPANY

MR. ANIL JAIN, MR. TARACHAND JAIN AND M/S SHERISHA TECHNOLOGIES PRIVATE LIMITED

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF 55,26,848 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF OUR COMPANY FOR CASH AT A PRICE OF ₹45/- (INCLUDING A PREMIUM OF ₹35/-) PER EQUITY SHARE (“RIGHTS EQUITY SHARES”) FOR AN AMOUNT AGGREGATING TO ₹24,87,08,160/- (RUPEES TWENTY FOUR CRORES EIGHTY SEVEN LAKHS EIGHT THOUSAND ONE HUNDRED AND SIXTY ONLY) ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 5 RIGHTS EQUITY SHARES FOR EVERY 14 FULLY PAID-UP EQUITY SHARES HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY, JUNE 17, 2020 (THE “ISSUE”). THE ISSUE PRICE OF EACH RIGHTS EQUITY SHARE IS 4.5 TIMES THE FACE VALUE OF THE EQUITY SHARE.

The existing Equity Shares of our Company are listed and traded on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Rights Equity Shares pursuant to their letters dated May 26, 2020 and April 13, 2020 respectively. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Right Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Rights Issue, the Designated Stock Exchange is BSE.

Procedure: If you wish to know about processes and procedures applicable to rights issue, you may refer section titled “Terms of the Issue” on page 107 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of SEBI, BSE, NSE, Registrar and the Lead Manager as stated above.

ELIGIBILITY FOR THE ISSUE

Our Company is eligible to undertake the issue in terms of Chapter III and to make reduced disclosures in the Letter of Offer in terms of Part B of Schedule VI of the SEBI ICDR Regulations.

INDICATIVE TIMETABLE

Issue Opening Date	Monday, July 27, 2020	Date of Allotment (on or about)	Thursday, August 20, 2020
Last Date for on Market Renunciation	Thursday, August 06, 2020	Initiation of Refunds (on or about)	Thursday, August 20, 2020
Issue Closing Date	Monday, August 10, 2020	Date of Credit (on or about)	Friday, August 21, 2020
Finalisation of Basis of allotment with the DSE (on or about)	Tuesday, August 18, 2020	Commencement of trading of Rights Issue Equity Shares on the Stock Exchanges (on or about)	Tuesday, August 25, 2020

Please note

- a) The above time table is indicative and does not constitute any obligation on our Company or the Lead Manager.
- b) Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.
- c) Our Board will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

GENERAL RISKS		
<p>Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of the contents of Letter of Offer. Investors are advised to refer to the section titled “Risk Factors” beginning on page 16 of Letter of Offer and on page 4 of this Abridged Letter of offer, before making investment in this Issue.</p>		
Name of Lead Manager and contact details	<p>Keynote Financial Services Limited (Formerly Keynote Corporate Services Limited) The Ruby, 9th Floor, Senapati Bapat Marg Dadar (West), Mumbai – 400 028, India. Telephone: +91 22 6826 6000 Email: mbd@keynoteindia.net Website: www.keynoteindia.net Contact Person: Mr. Akhil Mohod/ Mr. Shashank Pisat SEBI Registration No.: INM000003606</p>	
Name of Registrar to the Issue and contact details	<p>Cameo Corporate Services Limited "Subramanian Building", No.1, Club House Road Chennai 600 002 Telephone: +91 44 4002 0700 / 2846 0390 Email: priya@cameoindia.com Website: https://rights.cameoindia.com/Refex / www.cameoindia.com Contact Person: Ms. Sreepriya K. SEBI Registration No.: INR000003753</p>	
Name of Statutory Auditor	M/s M. Krishnakumar & Associates, Chartered Accountants	
Self-Certified Syndicate Banks	<p>The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI and is updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the below-mentioned link. https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</p>	
Banker to the Issue	<p>HDFC Bank Limited FIG-OPS Department Lodha I, Think Techno Campus, Level O-3, Opp. Crompton Greaves, Next to Kanjurmarg Railway Station, Kanjurmarg (E), Mumbai - 400 042 Tel: +91 22 30752927/28/2914 E-mail: Vincent.Dsouza@hdfcbank.com/ Siddharth.Jadhav@hdfcbank.com/ Prasanna.Uchil@hdfcbank.com/Neerav.Desai@hdfcbank.com Website: www.hdfcbank.com Contact Person: Mr. Vincent Dsouza/Mr. Siddharth Jadhav/Mr. Prasanna Uchil/Mr. Neerav Desai SEBI Registration No.: INBI00000063</p>	
BOARD OF DIRECTORS		
Name	Designation	Other Directorship Held
Mr. Anil Jain	Chairman and Managing Director	<p><u>Public Limited Entities:</u></p> <ul style="list-style-type: none"> ▪ SunEdison Infrastructure Limited <p><u>Private Limited Entities:</u></p> <ul style="list-style-type: none"> ▪ Sherisha Solar Private Limited ▪ Sherisha Technologies Private Limited ▪ Sherisha Agro Private Ltd ▪ STPL Horticulture Private Limited

		<ul style="list-style-type: none"> ▪ Silres Energy Solutions Private Limited ▪ SIL Rooftop Solar Power Private Limited ▪ Sherisha Infrastructure Private Limited ▪ SunEdison Energy Solutions Private Limited ▪ SunEdison Rooftop Solar SPV 6 Private Limited <p><u>Company Limited by Guarantee:</u></p> <ul style="list-style-type: none"> ▪ NSEFI Renewable Energy Export Promotion Council <p><u>Section 8 company:</u></p> <ul style="list-style-type: none"> ▪ Jain International Trade Organisation ▪ AJ Incubation Forum
Mr. Amalanathan Pillappan	Additional Director (Independent)	<p><u>Public Limited Entities:</u></p> <ul style="list-style-type: none"> ▪ SunEdison Infrastructure Limited <p><u>Private Limited Entities:</u></p> <ul style="list-style-type: none"> ▪ Bocxy Technologies Private Limited
Ms. Jamuna Ravikumar	Non-Executive Independent Director	<p><u>Public Limited Entities:</u></p> <ul style="list-style-type: none"> ▪ SunEdison Infrastructure Limited ▪ Refex Energy Limited <p><u>Private Limited Entities:</u></p> <ul style="list-style-type: none"> ▪ Silverfine Development India Private Limited
Mr. Dinesh Kumar Agarwal	Non-Executive Director	<p><u>Private Limited Entities:</u></p> <ul style="list-style-type: none"> ▪ SunEdison Energy India Private Limited ▪ SEI Tejas Private Limited ▪ Refex Power Trading Private Limited ▪ Sparzana Aviation Private Limited ▪ Sphere Capital Private Limited ▪ Sourashakthi Energy Private Limited ▪ Spangle Energy Private Limited ▪ NISA Renew Energy Private Limited ▪ Sherisha Infrastructure Private Limited ▪ Scorch Solar Energy Private Limited ▪ Singe Solar Energy Private Limited ▪ Torrid Solar Power Private Limited <p><u>Section 8 company:</u></p> <ul style="list-style-type: none"> ▪ AJ Incubation Forum
OBJECTS OF THE ISSUE		

Requirement of funds & Means of finance

The proposed utilization of Issue Proceeds is set forth below:

Sr. No.	Particulars	Amount
1.	Additional Working Capital Requirements	2,300.00
2.	Expenses to the Issue	60.00
3.	General Corporate Purpose	127.08
	Total	2,487.08

(in ₹ lakhs)

The fund requirements set out in the Objects of the Issue are proposed to be met entirely from the Proceeds of the Rights Issue and internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under SEBI ICDR Regulations.

Schedule of Utilization and Deployment of Funds

Our Company proposes to deploy the entire Issue Proceeds towards the Objects as described during Fiscal 2021. In the event of the estimated utilization of the Issue Proceeds in the scheduled Fiscal is not undertaken in its entirety, the remaining Issue Proceeds shall be utilized in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Issue Proceeds are not completely utilised for the Objects during the respective period stated above due to factors such as (i) economic and business conditions; (ii) timely completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other commercial considerations, the remaining Issue Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company in accordance with applicable laws.

SHAREHOLDING PATTERN AS ON MARCH 31, 2020

Sl. No.	Particulars	Pre-Issue number of shares	% Holding of Pre-Issue
1.	Promoter & Promoter Group	53,40,202	34.51
2.	Public	1,01,34,974	65.49
	Total	1,54,75,176	100.00

CONSOLIDATED AUDITED FINANCIALS

(in ₹ lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Total income (net)	66,553.52	46,290.48
Net Profit / (Loss) before tax and extraordinary items	5383.48	2,886.97
Net Profit / (Loss) after tax and extraordinary items	3312.61	3,163.41
Equity Share Capital	1,547.52	1,547.52
Reserves and Surplus	6033.01	2725.37
Net worth	7,580.53	4272.89
Basic and Diluted earnings per share (₹)	21.37	20.44
Return on net worth (%)	43.63	74.02
Net asset value per share (₹)	48.99	27.61

INTERNAL RISK FACTORS - Top 5 Risk Factors as per the Letter of Offer

1. Covid-19 pandemic has adversely affected our business & operations to a certain degree. Further, the future impact due to its uncertainties on the business cannot be clearly stated or predicted.
2. Our top two (2) customers have contributed majority of our revenues from our coal trading and fly ash handling business operations for the financial year ended March 31, 2020. Any loss of business from one or more of them may adversely affect our revenues and profitability.
3. We have recently entered the business of handling and disposal of fly ash generated from power plants and we have no experience in the business.
4. A significant portion of our Fly Ash Handling and disposal operations are conducted through third party contractors which exposes us to fluctuations in contractor costs and risks relating to the quality of their services.
5. Some of the power generating companies with whom our Company is doing business of coal trading and fly ash handling are financially stressed.

For further details, please see the section titled “Risk Factors” beginning on page no. 16 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved:

Sr. No.	Nature of outstanding Litigations	Number of Matters	Financial implications to the extent quantifiable (₹ in lakhs)
1.	Civil	1	132.06
2.	Direct Tax	1	170.61
	Total	2	302.67

B. Brief details of top 5 material outstanding litigations against the company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved (₹ in Lakhs)
1.	Petitioner has filed the writ before the Court in the nature of Mandamus to declare the act of State Bank of India, one of the Respondents, rejecting Petitioner’s letter of credit issued by SBI-Commercial Branch Chennai, Chennai, OF) as illegal and consequentially seeking an order directing State Bank of India to honor its commitment to realize the payment of ₹132.06 Lakhs along with interest on the same to the	M/s Hindustan Fluoro Carbon Limited	Pending	132.06

	Petitioner towards goods supplied by the Petitioner to our Company. Our Company has filed counter reply with the Hon'ble High Court in the year 2016 to dismiss the writ petition.			
2.	Income tax department has filed an appeal before the Hon'ble High Court of Madras at Chennai (the "Court") as aggrieved by an order of Hon'ble Income Tax Appellate Tribunal (ITAT), Chennai under Section 143(1) of Income Tax Act 1961 which was passed in favour of our Company. This matter relates to the tax demand to the tune of ₹170.61 Lakhs for the assessment year 2009-10 which was raised by an assessing officer by way of issue of an assessment order dated October 16, 2014 under Section 40 (a) (ia) of Income Tax Act, 1961.	Income Tax Department	Pending	170.61

C. Investigation against our Promoter/Director

SEBI conducted an investigation into the trading in the scrip of our Company for the period from August 01, 2008 to December 31, 2008 and accordingly, SEBI Adjudication Officer (the "SEBI AO") has passed an order (the "Order") dated May 18, 2018 against the promoter and director of our Company Mr. Anil Jain imposing penalty to the tune of ₹100 Lakhs under Section 15A(b) and 15HA of SEBI Act, 1992 in respect of violation of certain SEBI regulations such as Regulation 13(3) of SEBI (PIT) Regulations, 1992, Regulation 7(1A) of SEBI (SAST) regulations, 1997, Regulation 11(2) of SEBI (SAST) Regulations, 1997 and Regulations 3(a), (b), (c), (d) & 4(1), 4(2)(a) & (d) of SEBI (PFUTP) Regulations, 2003 for failure to make disclosures while selling shares of our Company exceeding 2% of the share capital of our Company, failure to make public announcement for acquiring additional shares of our Company for making gain by off-loading the shares at the increased price and transferring the shares to our group entities which as alleged in the SEBI Order had manipulated the volume and price of shares of our company. Mr. T. Anil Jan has filed an appeal (336/2018) in August 24, 2018 with the Hon'ble Securities Appellate Tribunal (the "SAT") to stay and set aside Order passed and penalty imposed by SEBI AO. against Mr. Anil Jain. On June 7, 2019, SEBI has filed a reply before the SAT in the above appeal. Further, on August 12, 2019, Mr. Anil Jain filed an affidavit-in-rejoinder to the reply by SEBI with SAT. The matter is pending before SAT.

For further details regarding outstanding litigations filed against and by the company, please refer to chapter titled "Outstanding Litigations, Defaults and Material Developments" on page 93 of the Letter of Offer.

Save and except the matters disclosed in the chapter "Outstanding Litigations, Defaults and Material Developments" on page 93 of the Letter of Offer, there are no proceedings pertaining to the following matters which are pending against the Company:

- (i) Issues of moral turpitude or criminal liability on the part of the Company;
- (ii) Material violations of the statutory regulations by the Company;
- (iii) Economic offences where proceedings have been initiated against the Company.

ANY OTHER IMPORTANT INFORMATION

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (<https://rights.cameoindia.com/Refex>).

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 (Collectively hereafter referred to as "SEBI Rights Issue Circulars") and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as "ASBA Circulars"), all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue- Procedure for Application through the ASBA Process" and "Terms of the Issue- Procedure for Application through the R-WAP" on page 120 and 120 respectively

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date

and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. For further details, see “Terms of the Issue” on page 107 of the Letter of Offer.

Further, (a) Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, may also apply in this Issue during the Issue Period by filling the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat, on or before the Issue Closing Date. Such Resident Eligible Equity Shareholders may be required to submit address, email address, contact details, copy of PAN, for verification of their Application. For further details, see “Terms of the Issue” on page 107 of the Letter of Offer

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Procedure for Application through the R-WAP

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Manager shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date. For risks associated with the R-WAP process, see “*Risk Factors - The R-WAP payment mechanism facility proposed to be used for this issue may be exposed to risks, including risks associated with payment gateways*” as given in Risk factor no. 4 under the head “Risks relating to the Issue and the Rights Equity Shares” on page 28 of the Letter of Offer.

Set out below is the procedure followed using the R-WAP:

- (a) Resident Investors should visit R-WAP (accessible at <https://rights.cameoindia.com/Refex>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online Application Form.
- (b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.
- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- (d) The Investors who are Renounees should select the category of ‘Renounee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renounees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.
- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online

Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.

- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (g) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

Application on Plain Paper under ASBA process

An Eligible Equity Shareholder who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, Manager to the Issuer or from the website of the Registrar, can make an Application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

The envelope should be super scribed "**Refex Industries Limited – Rights Issue**" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholders including joint holders, in the same order and as per the specimen recorded with our Company/Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars: 1) Name of our Company, being Refex Industries Limited; 2) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3) Registered Folio Number/DP and Client ID No.; 4) Number of Equity Shares held as on Record Date; 5) Allotment option – only dematerialised form; 6) Number of Rights Equity Shares entitled to; 7) Number of Rights Equity Shares applied for within the Rights Entitlements; 8) Number of additional Rights Equity Shares applied for, if any; 9) Total number of Rights Equity Shares applied for; 10) Total amount paid at the rate of ₹45/- per Rights Equity Share; 11) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; 12) In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained; 13) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue; 14) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); 16) In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

“I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”) or to or for the account or benefit of a “U.S. Person” as defined in Regulation S under the US Securities Act (“Regulation S”). I/we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement in the United States. I/we understand that none of the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company has reason to believe is, a resident of

the United States or a "U.S. Person" (as defined in Regulation S,) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement and/or the Rights Equity Shares is/are, outside the United States, (ii) am/are not a "U.S. Person" as defined in Regulation S, and (iii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/Refex>. Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of **5** Rights Equity Shares for every **14** Equity Shares held on the Record Date.

Fractional Entitlements

As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Further, the Rights Equity Shares are being offered on a Rights Basis to the existing Eligible Equity Shareholders in the ratio of 5 (Five) Rights Equity Shares for every 14 (Fourteen) fully paid-up Equity Shares held as on the Record Date. Accordingly, while calculating the entitlement, the fractional part of such entitlements of Eligible Equity Shareholders shall be ignored by rounding down their Entitlements figure.

Those Equity Shareholders holding less than 3 (Three) Equity Shares and therefore entitled to 'Zero' Rights Equity Shares under this Issue shall be send an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares, subject to availability of Rights Equity shares post allocation towards Rights Entitlement applied for.

However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/non-renounceable.

Options available to the Eligible Equity Shareholders

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at <https://rights.cameoindia.com/Refex> and link of the same would also be available on the website of our Company at (www.refex.co.in). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to apply for his Rights Entitlement in full; apply for his Rights Entitlement in part (without renouncing the other part); apply for his Rights Entitlement in full and apply for additional Rights Equity Shares; apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and Renounce his Rights Entitlement in full.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “REFEX INDUSTRIES LIMITED”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company. The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, Monday, July 27, 2020 to Thursday, August 06, 2020 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the **ISIN INE056I20017** and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on ‘T+2 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the **ISIN INE056I20017**, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled “Terms of the Issue” on page 107 of the Letter of Offer. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section “- Basis of Allotment” on page 135 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Allotment only in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 136 OF THE LETTER OF OFFER.

Intention of our Promoters and Promoter Group to subscribe to their rights entitlement

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated March 05, 2020 (the “Subscription Letters”) undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations. The additional subscription by the promoters shall be made subject to such additional subscription not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR.

Prospectus of our Public Issue

As required, our Company has made its Prospectus dated July 10, 2007 available to the public as specified under sub-regulation (4) of Regulation 72 of the SEBI ICDR Regulations and for public inspection on the website of the Company at www.refex.co.in from the date of the Letter of Offer until the Issue Closing Date.

DECLARATION BY THE COMPANY

We, the undersigned, hereby declare that, all the relevant provisions of the Companies Act 2013, and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Letter of Offer are true and correct.

Place: Chennai

Date: July 17, 2020