



Refex Industries Limited

CIN No. L45200TN2002PLC049601



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

06.09.2017

Dear Sir / Madam,

Sub: Report on Corporate Governance for the Quarter ended 30th September, 2017

Please find enclosed a report on Corporate Governance for the quarter ended 30th September, 2017. Kindly acknowledge the receipt of the report.

Thanking You,

Yours Faithfully,
For Refex Industries Limited

Encl: As Above



S. Gopalakrishnan
S. Gopalakrishnan
Company Secretary



CIN: L45200TN2002PLC049601

Report on Corporate Governance for the Quarter ended 30th September, 2017

1. Name of Listed Entity: Reflex Industries Limited

2. Quarter ending: 30.09.2017

I. Composition of Board of Directors								
Title (Mr./Ms)	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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	T. Anil Jain	AADPA8582A & 00181960	Chairperson & Executive	26.09.2017	3 Years	1	3	Nil
Mr.	Hem Senthil Raj	AQQPR4857E & 06760725	Non – Executive & Independent	26.09.2017	3 Years	1	3	3
Mrs	R.Maheswari	AHEPR1361A & 06829926	Non – Executive & Independent	30/09/2015	3 Years	3	3	Nil
Mr	Dinesh Kumar Agarwal	AKHPA0067A & 07544757	Non – Executive	30/09/2016	-	1	2	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 Mamallapuram Road, Thiruporur – 603 110, Kanchipuram District.Ph: +91-44-2744 5295.



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II. Composition of Committees			
Name of Committee		Name of Committee Members	Category
1. Audit Committee		✓Mr. Hem Senthil Raj ✓Mr. T Anil Jain ✓Mrs. R. Maheswari ✓Mr. Dinesh Kumar Agarwal	Chairman Member Member Member
2. Nomination & Remuneration Committee		✓ Mr. Hem Senthil Raj ✓ Mrs. R. Maheswari ✓ Mr. Dinesh Kumar Agarwal	Chairman Member Member
3. Stakeholders Relationship Committee		✓Mr. Hem Senthil Raj ✓Mr. T Anil Jain ✓Mrs. R. Maheswari ✓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
26.05.2017		31.08.2017	96 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
31.08.2017	Yes; Three Members were present out of which one is the Chairman - cum - Independent Director	26.05.2017	96 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) - 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

S. Gopalakrishnan

Company Secretary & Compliance Officer

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ANNEXURE III

Affirmations:

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

Name : S. Gopalakrishnan
Designation : Company Secretary

Signature:



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