

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L45200TN2002PLC049601

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCR2495P

(ii) (a) Name of the company

REFEX INDUSTRIES LIMITED

(b) Registered office address

2nd Floor, No.313, Refex Towers, Sterling Road, Valluvar Kot  
tam High Road, Nungambakkam  
Chennai  
Chennai  
Tamil Nadu  
600034

(c) \*e-mail ID of the company

IN\*\*\*\*\*CO.IN

(d) \*Telephone number with STD code

91\*\*\*\*\*00

(e) Website

(iii) Date of Incorporation

13/09/2002

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Ltd.	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"  
No.1 CLUB HOUSE ROAD

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

30/08/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

5

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D3	Steam and air conditioning supply	5.28
2	G	Trade	G1	Wholesale Trading	68.99
3	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	21.25
4	B	Mining and quarrying	B5	Mining Support Services activities	4.06
5	G	Trade	G2	Retail Trading	0.42

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	REFEX GREEN MOBILITY LIMITE	U74909TN2023PLC158849	Subsidiary	100
2	REFEX EV FLEET SERVICES PRIV	U63030KA2022PTC166266	Subsidiary	49.99

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	175,000,000	115,681,390	115,681,390	115,681,390
Total amount of equity shares (in Rupees)	350,000,000	231,362,780	231,362,780	231,362,780

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	175,000,000	115,681,390	115,681,390	115,681,390
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	350,000,000	231,362,780	231,362,780	231,362,780

##### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	500,000	0	0	0
Total amount of preference shares (in rupees)	50,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,260	22,105,764	22107024	221,070,240	221,070,240	
<b>Increase during the year</b>	5,040	93,569,326	93574366	10,292,540	10,292,540	617,691,368
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	5,000,000	5000000	10,000,000	10,000,000	615,000,000
v. ESOPs	0	29,254	29254	292,540	292,540	2,691,368
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	5,040	88,540,072	88545112			
Share Split						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
<b>At the end of the year</b>	6,300	115,675,090	115681390	231,362,780	231,362,780	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE056I01025

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	22,136,278		
	Face value per share	10		
After split / Consolidation	Number of shares	110,681,390		
	Face value per share	2		

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

13,705,578,426.68

**(ii) Net worth of the Company**

4,726,554,592.83

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	63,948,085	55.28	0	
10.	Others	0	0	0	
	<b>Total</b>	63,948,085	55.28	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	42,477,814	36.72	0	
	(ii) Non-resident Indian (NRI)	988,047	0.85	0	
	(iii) Foreign national (other than NRI)	6,000	0.01	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,429,756	5.56	0	
10.	Others                      Clearing Members, HUF, IEF	1,831,688	1.58	0	
	<b>Total</b>	51,733,305	44.72	0	0

**Total number of shareholders (other than promoters)**

48,728

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

48,729

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	28,335	48,728
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0	0
<b>B. Non-Promoter</b>	0	5	0	5	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>5</b>	<b>1</b>	<b>5</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANIL JAIN	00181960	Managing Director	0	
DINESH KUMAR AGA	07544757	Director	0	
RAMESH DUGAR	01686047	Director	0	
SIRIPURAPU SUSMIT	09850991	Director	0	
SIVARAMAKRISHNAN	02345708	Director	0	
LATHA VENKATESH	06983347	Director	0	
UTHAYAKUMAR LALI	ACQPL1682F	CFO	6,365	24/05/2024

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GOWRI VALLABHAN I	BKMPD1477R	Company Secretar	4,000	31/05/2024

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Krishnan Ramanatha	09854815	Director	28/04/2023	Change in Designation
Sivaramakrishnan V.	02345708	Director	28/04/2023	Change in Designation
Susmitha Siripurapu	09850991	Director	28/04/2023	Change in Designation
Krishnan Ramanatha	09854815	Director	30/11/2023	Cessation
Latha Venkatesh	06983347	Additional director	28/12/2023	Appointment
Ramesh Dugar	01686047	Director	29/12/2023	Re-appointment
Latha Venkatesh	06983347	Director	01/03/2024	Change in Designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	28/04/2023	39,580	46	54.03
Annual General Meeting	26/09/2023	28,633	69	54.75
Extra Ordinary General Mee	27/03/2024	48,462	44	53.69

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2023	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	03/08/2023	6	6	100
3	12/10/2023	6	6	100
4	20/10/2023	6	6	100
5	08/11/2023	6	6	100
6	30/11/2023	5	5	100
7	28/12/2023	5	5	100
8	24/01/2024	6	6	100
9	08/02/2024	6	6	100
10	02/03/2024	6	6	100

#### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	18/05/2023	4	4	100
2	Audit Committee	29/05/2023	4	4	100
3	Audit Committee	03/08/2023	4	4	100
4	Audit Committee	12/10/2023	4	4	100
5	Audit Committee	20/10/2023	4	4	100
6	Audit Committee	08/11/2023	4	4	100
7	Audit Committee	08/02/2024	3	3	100
8	Corporate Social Responsibility	03/08/2023	3	3	100
9	Corporate Social Responsibility	30/03/2024	3	3	100
10	Stakeholders Forum	23/03/2024	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/08/2024
								(Y/N/NA)
1	ANIL JAIN	10	10	100	2	2	100	Yes
2	DINESH KUM	10	10	100	15	15	100	Yes
3	RAMESH DUC	10	10	100	15	15	100	Yes
4	SIRIPURAPU	10	10	100	0	0	0	Yes
5	SIVARAMAKR	10	10	100	13	13	100	Yes
6	LATHA VENK	3	3	100	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anil Jain	Managing Director	8,400,000	0	0	0	8,400,000
	Total		8,400,000	0	0	0	8,400,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Uthayakumar Lalitha	Chief Financial Officer	5,365,005	0	0	0	5,365,005
2	G Divya	Company Secretary	1,892,341	0	0	0	1,892,341
	Total		7,257,346	0	0	0	7,257,346

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Krishnan Ramanathan	Independent Director	0	0	0	155,000	155,000
2	Sivaramakrishnan V	Independent Director	0	0	0	280,000	280,000
3	Susmitha Siripurapu	Non-Executive Director	0	0	0	150,000	150,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	Latha Venkatesh	Independent Dir	0	0	0	45,000	45,000
5	Ramesh Dugar	Independent Dir	0	0	0	300,000	300,000
	Total		0	0	0	930,000	930,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

R MUTHU KRISHNAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3033

**I/We certify that:**  
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated   
(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director 

ANIL JAIN

Digitally signed by ANIL JAIN  
Date: 2024.10.23 13:44:51 +05'30'

  
DIN of the director

**To be digitally signed by**

ANKIT PODDAR

Digitally signed by ANKIT PODDAR  
Date: 2024.10.23 13:52:16 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number  Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

**List of attachments**

Attach

Attach

Attach

Attach

Committee Meeting.pdf  
Designated Persons.pdf  
MGT 8 MARCH 2024 REFEX.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

## Committee Meetings

S. No	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Nomination and Remuneration Committee	18-05-2023	4	4	100
2	Nomination and Remuneration Committee	12-09-2023	4	4	100
3	Nomination and Remuneration Committee	30-11-2023	3	3	100
4	Nomination and Remuneration Committee	28-12-2023	3	3	100
5	Nomination and Remuneration Committee	02-02-2024	3	3	100

### For Refex Industries Limited

ANKIT  
PODDAR

Digitally signed  
by ANKIT  
PODDAR  
Date: 2024.10.18  
11:03:01 +05'30'

### Ankit Poddar

Company Secretary and Compliance Officer  
ACS-25443

**Refex Industries Limited**

A Refex Group Company

CIN: L45200TN2002PLC049601

**Registered Office:** 2nd Floor, No.313, Refex Towers, Sterling Road,  
Valluvar Kottam High Road, Nungambakkam, Chennai, Tamil Nadu 600 034  
P: 044 - 3504 0050 | E: info@refex.co.in | W: www.refex.co.in

**Factory:** No.1/171, Old Mahabalipuram Road,  
Thiruporur – 603 110, Chengalpattu District, Tamil Nadu  
P: 044 2744 5295 | E: info@refex.co.in | W: www.refex.co.in





**Details of Designated person as required under Rule 9(7) of Companies (Management and Administration) Rules, 2014.**

As per Rule 9(7) Companies (Management and Administration) Rules, 2014, read with Rule 9(4) and (6), **Mr. Ankit Poddar, Company Secretary and Compliance Officer** is appointed as the designated person by the Board at their meeting held on May 24, 2024 w.e.f. June 01, 2024, who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the company.

**For Refex Industries Limited**

ANKIT  
PODDAR

Digitally signed by  
ANKIT PODDAR  
Date: 2024.10.18  
11:02:25 +05'30'

**Ankit Poddar**

Company Secretary and Compliance Officer  
ACS-25443

**Refex Industries Limited**  
A Refex Group Company

CIN: L45200TN2002PLC049601

**Registered Office:** Ground Floor, Bascon Futura SV IT Park, New #10/2,  
Old #56L, Venkatanarayana Road, T Nagar, Chennai - 600 017, Tamil Nadu  
P: 044-4340 5900/ 950 | E: info@refex.co.in | W: www.refex.co.in

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**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

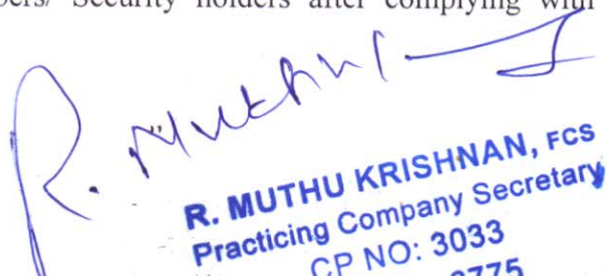
**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **Refex Industries Limited** (the Company) (CIN No. L45200TN2002PLC049601) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year, the Company **has complied with provisions of the Act & Rules made thereunder in respect of the matters specified below:**

1. with regard to its status under the Act as a Public Limited Company limited by Shares and listed on the Stock Exchanges;
2. with regard to Maintenance of registers/ records & making entries therein within the time prescribed thereof;
3. with regard to Filing of forms and returns, the same are not stated in the annual return, however the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities wherever necessary within the prescribed time;
4. with regard to calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; The resolutions passed by postal ballot have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
5. with regard to closure of Register of Members/ Security holders after complying with provisions of the Act in this regard;

  
**R. MUTHU KRISHNAN, FCS**  
Practicing Company Secretary  
CP NO: 3033  
FCS NO: 6775



6. The Company has not advanced loans to its directors and/or persons or firms or Companies referred in Section 185 of the Act during the year;

7. with regard to Contracts/arrangements with related parties as specified in Section 188 of the Act;

8. There was no instance of any transfer or transmission of securities in physical mode and issue of security certificates or allotment of securities in physical mode or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the financial year and hence the Company was not required to issue any securities certificates in physical mode;

During the year under review, the Company made an amendment to capital clause of Memorandum of Association by way of an ordinary resolution for Sub- Division/Split of every 1(One) equity share of face value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) equity shares of the face value of Rs. 2/- (Rupees Two Only) each (Resolution passed by way of postal ballot).

The Company made a preferential allotment of 50,00,000 equity shares of face value of Rs. 2 each at a price of Rs.125 per share during the year including a premium of Rs.123 per equity share to one of the promoter group entity and the allotment was made in the dematerialized mode.

*In respect of the above said preferential allotment, the allotment was made within the meaning of Section 62 read along with Section 42 of Companies Act, 2013 and rules made there under, the Company has utilized the proceeds of the said issue before filing return of allotment as required under Section 42(8) of the Act*

*However, the Company through its officers has provided necessary information, explanation and documentary evidence and represented to the effect that utilization of proceeds before filing of return of allotment in E form PAS 3 was due to the reason that an earlier E form SH7 filed by the Company on 11<sup>th</sup> March 2024 as required under Section 61 of the Act read along with Rule 15 of Companies (Share Capital and Debenture) Rules, 2014 for giving notice of the stock split of the Company of every 1(One) equity share of face Value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) equity shares of Face Value of Rs. 2/- (Rupees Two Only) each, was kept under process at the portal of Ministry of Corporate Affairs(MCA) and pending its approval, the return of allotment in E form PAS 3 could not be filed immediately after allotment and hence non filing of return of allotment before the utilization of proceeds was due to reasons which was totally beyond the control of the Company and was neither deliberate nor intentional and the Company had also taken follow up actions with MCA to get the earlier E form SH 7 approved.*

*In my opinion the representation provided by the Company as aforesaid is reasonable and is evidenced by records.*

*R. Muthu*

**R. MUTHU KRISHNAN, FCS**  
Practicing Company Secretary  
CP NO: 3033  
FCS NO: 6775



The Company also made allotment of 29,254 equity shares of Rs.10 each (prior to abovesaid stock split) upon completion of the minimum vesting period to eligible employees in terms of Refex ESOP Scheme 2021 at a price of Rs.102 per equity share including a premium of Rs.92 per equity share, (The adjusted number equity shares allotted by way of ESOP allotment is 1,46,270 equity shares of Rs. 2 each consequent to stock split as mentioned above) and the said issue of shares pursuant to the allotment was made in dematerialized mode.

9. The Company had no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

10. With regard to declaration of final dividend for the financial year ended March 31, 2023 and interim dividend for the financial year 2023-24 paid during the year. There was no occasion of transfer of unclaimed/unpaid dividend/ or other amounts to Investor Education and Protection Fund during the year;

11. With regard to signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;

12. With regard to constitution/ appointment/ re-appointments/ retirement of office/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; and there was no instance of filling up of casual vacancy in the Boards during the year;

13. There was no occasion of appointment/ reappointment of auditors during the year. There was no occasion of filling up of casual vacancies of auditors during the year;

14. The Company was not required to obtain any other approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15. The Company has not invited/ accepted/ renewed deposit and hence there is no instance of repayment of deposits;

16. With regard to borrowings from public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; and there was no borrowing from Directors and Members during the year under review;

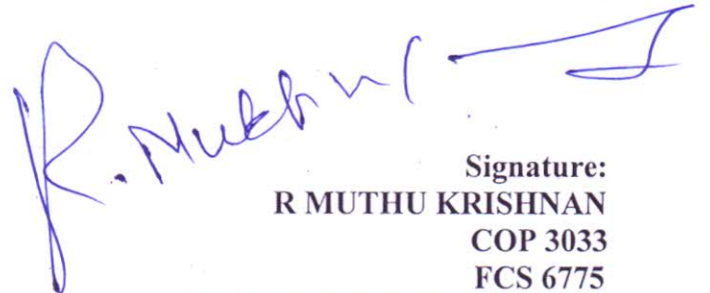
17. With regard to loans made or guarantees given or provision of securities to other bodies corporate or persons or investments made falling under the provisions of Section 186 of the Act during the financial year;

18. The Company has altered the Memorandum of Association during the year and complied within the provisions of the Act. The Company did not amend the Articles of Association during the year.

Place: Chennai  
Date: 23.10.2024

UDIN F006775F001702667





Signature:  
R MUTHU KRISHNAN  
COP 3033  
FCS 6775  
PEER REVIEW NO.2048/2022