



Refex Industries Limited

CIN No. L45200TN2002PLC049601



To:

03.10.2017

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra- Kurla Complex,
Bandra East,
Mumbai - 400 051.

Dear Sir / Madam,

Sub: Annual Report

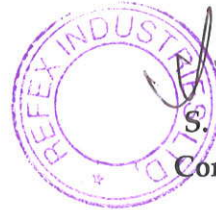
We hereby enclose the Annual Report of our Company M/s. Refex Industries Limited for the year ended 31st March, 2017 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for your records. The said accounts were approved by our shareholders in the AGM held on Tuesday, the 26th September, 2017.

Thanking You,

Yours' Faithfully,

For Refex Industries Limited

Encl. as above



S. Gopalakrishnan
S. Gopalakrishnan
Company Secretary



Reflex Industries Limited

CIN :- L45200TN2002PLCO49601

Website : www.refex.co.in

15th

ANNUAL

REPORT

2016-2017

CONTENTS

	Page No.
Corporate Information	2
Notice	3
Directors' Report	16
Report on Corporate Governance	52
Auditors Certificate on Corporate Governance	68
Management Discussion and Analysis Report	70
Independent Auditors' Report	73
Balance Sheet	81
Statement of Profit & Loss Account	82
Notes to the Accounts	83
Cash Flow Statement	102

CONSOLIDATED FINANCIAL STATEMENT

Independent Auditors' Report on Consolidated Financial Statement	103
Balance Sheet	109
Statement of Profit & Loss Account	110
Notes to the Accounts	111
Cash Flow Statement	129



CORPORATE INFORMATION

Board of Directors:

Shri. T. Anil Jain
Chairman and Managing Director
Sri. D. Hem Senthil Raj
Smt. R. Maheswari
Sri.Dinesh Kumar Agarwal

Sri.S. Gopalakrishnan
Company Secretary

Smt. U. Lalitha
Chief Financial Officer

Registrar and ShareTransfer Agents

M/s. Cameo Corporate Services Ltd.
"Subramanian Building"
Fifth Floor, No. 1, Club House Road,
Chennai – 600 002.

CIN : L45200TN2002PLC049601

Auditors

M/s. Bhandari&Keswani
Chartered Accountants
75, Mahatma Gandhi Road,
Nungambakkam,
Chennai – 600 034

Bankers

Indian Overseas Bank
C & I C Branch
Dr.Radha Krishnan Salai ,Mylapore,
Chennai – 600 004.

ICICI Bank Ltd

40, Bazullah Road, T. Nagar,
Chennai – 600 017

Registered Office

20, Mooker Nallamuthu Street,
Chennai - 600 001.

Corporate Office

67, Bazullah Road, T. Nagar,
Chennai – 600 017.

Website : www.refex.co.in

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 26th September 2017 at 3.30 P.M at "Nahar Hall" Deshabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai- 600014, to trasact the Following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of Auditors thereon
2. To appoint a Director in the place of Sri.Dinesh Kumar Agarwal (DIN 07544757), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act 2013 and the Companies (Audit and Auditors Rules 2014) including any Statutory modification or Re-enactment thereof for the time being in force M. KrishnaKumar & Associates (Firm Regn. No.006853S)(Membership No. 203929) be and is hereby appointed as statutory Auditors of the Company in place of **Bhandari&Keswani**, Chartered Accountants (Firm RegNo 000433S) the retiring Statutory Auditors, for a period of five years with effect from the Conclusion of the forthcoming AGM till the conclusion of the 20thAGM to be held in the year 2022, subject to ratification at every Annual General Meeting, at an annual remuneration as may be decided by the Board plus out of pocket expenses subject to the approval of members in the forthcoming Annual General Meeting of Members.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provisions of section 196, 197, 198, 203 and other applicable provision if any of the companies act 2013 read with Schedule V thereof, the recommendationsof Nomination & Remuneration Committee and the Board of Directors, the consent of Membersof the Company be



and is hereby **accorded for the re appointment of Shri.T. Anil Jain (DIN.00181960),as the Managing Director** of the Company,for a period of three years commencing from 01.07.2017 to 30.06.2020 and payment of remuneration as mentioned below.”

Salary : Rs.1,50,000/- per month

Perquisites :

- A. Contribution to provident fund as per Companies rules upto a percentage of 12% of the salary as may be amended by the central government from time to time in this regard.
- B. Contribution towards gratuity fund as per Company rules.

“RESOLVED FURTHER THAT in the event of the company having no profits or inadequate profits, the company shall pay remuneration subject to the compliance of schedule V of the Companies Act of 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question,difficulty or doubt that may arise in the said regard.”

5. To consider and if thought fit to pass with or without modification the following as a Special Resolution .

“RESOLVED THAT pursuant to the provisions of section 149,150,152,160 and other applicable provision, if any of the Companies Act 2013 and the rules framed there under, read with schedule IV to the act as amended from time to time Sri.D.Hem Senthil Raj (DIN.06760725) whose term of office as an Independent Director of the Company for a term of 3 years up to the conclusion of 15th AGM by the Shareholders and in respect of whom the company has received the notice in writing from a member under section 160 of Companies Act 2013 signifying his intention to propose Mr.D. Hem Senthil Raj as a candidate for the office of the director of the Company be and is here by Re- Appointed as an independent Director of the Company for a Consecutive period of 3 years up to the Conclusion of the 18th AGM to be held in the year 2020.

6. To consider and if thought fit to pass with or without modification the following as a Special resolution.

“RESOLVED THAT in Supersession of the ordinary resolution passed by the Shareholders EGM held on 09.01.2008 the consent of the company and his hereby accordance to the board of directors of the company under section 180(1) (C)and all other applicable provisions if any, of the companies act 2013 read with articles 48 of the articles of association of the company , to borrow money for and on behalf

of the company from time to time as deemed by it to be requisite and proper for the business of the company, but so that the moneys to be borrowed together with the monies already borrowed by the company shall not exceed Rs.1000 Crores. (Rupees thousand Crores only) in excess of the aggregate of its paid share capital and free reserves of the company as per the latest annual audited financial statement, apart from temporary loans obtained from the companies banker in the ordinary course of the business “

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board or committee or person(s) authorized by the board, be and is hereby authorized to finalise, Settle and execute such documents writings deeds rights /papers/agreements as may be required, and to do all acts deeds matters and things as may in its /his/their absolute discretion deem necessary , proper or desirable and to settle any question(s), difficulty(ies) or doubts that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the company.

7. To consider and if thought fit to pass with or without modification the following as an Ordinary resolution.

RESOLVED THAT Pursuant to the provisions of Section 181 of the Companies Act 2013, the Board of the Directors of the Company be and is hereby authorised to contribute to charitable or other funds, not directly related to the business of the company or welfare of its employees any amount the aggregate of which will in any financial year of the company exceed an amount of five per cent of the company’s average net profits as determined in accordance with the provision of section 197 of the said act for the three financial years immediately preceding, subject to a maximum of Rupees 1 Crore or 5 % of Net profits whichever is greater.

**By Order of the Board
For Reflex Industries Limited**

Place : Chennai
Date :26.05.2017

S.Gopalakrishnan
Company Secretary



NOTES

1. The relevant details of a person seeking re-appointment as Director under Item No.2 of the Notice as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchanges is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company. Proxies in order to be effective must be duly filled in, stamped, signed and should be deposited at the Registered office of the Company, not later than 48 hours before the date of meeting. Proxies submitted on behalf of Limited Companies, Societies etc must be supported by appropriate resolution / Authority as applicable issued on behalf of the appointing organization. A person can be appointed as proxy for a maximum of 50 members.
3. The explanatory statement pursuant to section 102(1) of the Companies Act 2013 ("the Act") in respect of Special Business is annexed hereto.
4. The Register of Members and Share Transfer books of the Company will remain closed from 23.09.2017 to 26.09.2017 (Both days inclusive).
5. Members holding equity shares in physical form are requested to notify immediately any change in their address to their respective depository participants and not to the Company.
6. As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
7. Members/Proxies are requested to affix their signature on the Attendance/Admission Slip provided in the "Annual Report" and hand over the same at the venue of the meeting. Only Members/Proxies (Whose Proxy forms have already reached the Company) with the attendance slip will be admitted. All correspondence regarding Equity shares of the Company should be addressed to the Company's Registrar and Share Transfer Agents M/s. Cameo Corporate Services Ltd at "Subramanian Building" 5 Floor No.1, Club House Road, Chennai – 600 002.
8. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
9. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail the benefits of easy liquidity, electronic transfer, savings in stamp duty, prevention of forgery, etc.

Important note: The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies towards service of notice / documents including Annual Report can be sent through email to its members. To support this green initiative, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of Electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with M/s.Cameo Corporate Services Limited, whose address is given elsewhere in this Annual Report. Kindly ensure to update your fresh Email ID with the Depository / M/s.CameoCorporate Services Limited, if you have changed the same.

10. Members holding shares in Dematerialized form are requested to intimate immediately all changes pertaining to their Bank details NECS / ECS, mandates, nominations, power of attorney, change of address / name etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agents (RTA). Changes intimated to the Depository Participant will be automatically reflected in the Company's records which will help the Company and the RTA to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise the above changes and Transfer of Shares to the Company's RTA viz. M/s. Cameo Corporate Services Limited.
11. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
12. Members desirous of any information as regards financial statement are requested to write to the Company atleast 7 days before the meeting so as to enable the Management to keep the information ready.
13. Pursuant to the notification of Investor Education and Protection Fund (IEPF) Rules, 2016 by the Ministry of Corporate Affairs (MCA) in September 2016 and February, 2017, relating to transfer of shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more to IEPF Suspense Account on or before 31st May, 2017. The MCA is yet to notify the demat account for the transfer of the above mentioned shares. Thus, transfer of shares will be effected on further clarification from MCA.
14. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 02.09.2017

The Notice of the meeting is also posted on the website of the Company (www.refex.co.in)

- (a) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and



Administration) Rules, 2016 and Regulation 31 of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.

- (b) The voting through electronic means will commence on 23.09.2017 at 9 a.m. and will end on 25.09.2017 at 5 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
- (c) The Company has appointed Mr. R. Muthukrishnan, Practicing Company Secretary, Membership No. FCS6775, to act as the Scrutinizer for conducting the electronic voting process (including the Ballot form received from the members) who does not have access to the e- voting process in a fair and transparent manner
- (d) The facility for voting through Ballot paper has been made available at the AGM and the members attending the meeting who have not cast their vote by remote e - voting shall be able to exercise their right at the meeting through ballot paper.
- (e) The members who have cast their vote by remote e- voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (f) The procedure and instructions for the voting through electronic means is, as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23.09.2017 @ 09.00 am and ends on 25.09.2017 @ 5:00 pm. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members:-
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of REFEX INDUSTRIES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their votes using CDSL’s Mobile App M- Voting available for android based mobiles. The M-Voting app can be downloaded from the Google play store, Apple and windows phone users can download the app form the App store and the windows phone respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - Thelist of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any Queries or issues regarding e voting, you may refer the frequently asked question (“FAQs”) and e voting manual available @ www.evotingindia.com, under help section or write a email to [helpdesk.evoting @cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

In case of members receiving the physical copy:

- (a) Please follow all steps from Serial No. (i) to Serial No (ix) above to cast vote.
- (b) The voting period begins on 23.09.2017 @ 9.00 am and ends on 25.09.2017@ 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) Any person, who acquires shares of the Company and becomes member of the Company after despatch of the notice and holding shares on the cut-off date i.e. Friday, the 22nd September 2017 may obtain the login ID by sending an email to investor@cameoindia.com, by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (d) A person who is not a member as on the cut – off date should treat this notice for information purpose only.
- (e) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting user manual for members available at the help section of www.evotingindia.com under or write an email to helpdesk.evoting@cdslindia.com.
- (f) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz., <http://www.refex.co.in/> and on the website of CDSL [e-Voting](#) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & NSE India Limited, Mumbai.



13. Pursuant to the Regulation 36(3) of SEBI (Listing Obligation and Disclosure Regulations) 2015 the brief profile of Directors eligible for Re- Appointment wide Item Nos 2,4 and 5 are given below

Particulars	Mr. Dinesh Kumar Agarwal	Mr. T. Anil Jain	Mr. Hem Senthil Raj
DIN	07544757	00181960	06760725
Date of Birth	09/07/1980	13/09/1976	12/11/1987
Date of Appointment	27/07/2016	13/09/2002	11/02/2014
Qualifications	B.Com, FCA	B.Com	B.Com, FCS
Experience in specific functional areas	Experiences in Process Consulting , Internal Audit and Statutory Audit	Played a pivotal role in navigating the Company over the last 15 years by overcoming the business challenges, Financial problems and other operational difficulties. He has sound knowledge on both the business segments of the Company namely: i. Refilling of Refrigerant gases ii. Solar Power Generation The Company under his guidance has shown improvement in terms of Turnover and profits	Has an overall experience of 7 years In handling corporate secretarial,fundraising, legal and other related functions.Hehadserved as the head of the secretarial and legal department of various corporates including Indian listed entities. Currently acting as a Corporate counsel by providing consultancy services for corporates and firms in India.
Relationship with any Director(s) of the Company	None	None	None
Directorship held in other listed entities	Nil	Nil	None
Membership/Chairmanship of Committees of listed - entities	Refex Industries Limited ● Audit Committee–Member ● Nomination Remuneration Committee Member	Refex Industries Limited ● Audit Committee – Member ● Stakeholder Relationship Committee – Member	Refex Industries Limited ● Audit Committee -Chairman ● Remuneration Committee - Chairman Stake HolderRelationship Committee - Chairman
Number of shares held in the company	Nil	19,57,796	Nil

**By Order of the Board
For Refex Industries Limited**

Place: Chennai
Date : 26.05.2017

S.Gopalakrishnan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXED TO THE NOTICE

ITEM NO: 4

Shri. T. Anil Jain was appointed as Managing Director in the AGM held on 29.09.2014 for a period of three years with effect from 01.07.2014. His tenure will last up to 30.06.2017. Over the years Shri T. Anil Jain is mainly instrumental in Navigating company to the present position in the market after overcoming business challenges/ Financial Problem and other operational difficulties. He has sound knowledge in both the business segments of the company, namely refilling of refrigerant gases as well as solar power generation. Taking into account his high degree of commitment to work and managerial capabilities he possess, the board recommends his reappointment for the further term of three years with effect from 01.07.2014. SHRI.T. Anil Jain is also the managing director of Reflex Energy limited and the board has already passed unanimous resolution as required under proviso to sec 203(3) to the Companies act 2013 in this regard. He holds 19,57,796 number of equity shares in the company as on date.

Save and except SHRI. T. Anil Jain no other directors or key managerial personnel or their relatives are interested in this resolution.

The terms and conditions of the appointment of the above director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day.

ITEM NO:5

In Accordance with the Section 149 (10) and (11) of Companies Act 2013 an Independent director shall hold office up to 3 Consecutive Years on the Board of the Company but shall be eligible for Re-Appointment on passing of as Special resolution by the Company and disclose of such appointment in the Board's Report.

D Hem Senthil Raj (DIN 06760725) was appointed as Independent Director in the AGM Held on 29.09.2014 in line with the provisions of Companies Act 2013 for a period of 3 years to hold office up to the conclusion of the ensuing AGM

Based on a skill, Experience, Knowledge and Re Commendation of the Nomination and Remuneration of the Committee the board in line with the Company's policy on Directors appointment and remuneration as proposed a Re- Appointment of D. Hem Senthil Raj as an Independent Director for a period of 3 Consecutive years up to the conclusion of the 18th AGM to be held in the year 2020

The Company has received a notice in writing pursuant to the Section 160 of the Companies Act 2013 from a member with the deposit of Rs 1,00,000 proposing his candidature of Hem Senthil Raj for the



office of the Independent Director to be Re Appointed as such under the provisions of Section 149 of the Companies Act 2013

The Company has received from Hem Senthil Raj

- i) Consent in writing to act as a director in form DIR 2 Pursuant to Rule 8 of the Company (Appointment and Qualifications rules 2014)
- ii) Intimation in DIR 8 in terms of Companies (Appointment and Qualifications of director) rules 2014 to the effect that he is not dis qualified in the section 164 (2) of the Companies Act 2013 Confirming his eligibility for such re appointment
- iii) Declaration to the effect that he meets the criteria of Independence as provided under section 149(6) of the Companies Act 2013

In the Opinion of the Board D Hem Senthil Raj fulfils the conditions specified in the Companies Act and the rules framed there under for the Re Appointment as the Independent Director of the Company and is Independent on the Management

The Board of directors Considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail the services of D Hem Senthil Raj as an Independent Director. Accordingly the board recommends the resolution said forth in Item No 5 relating to Re Appointment of D Hem Senthil Raj as an Independent Directors for the Approval of the members of the Company

No director , Key managerial personnel or their relatives expect D. Hem Senthil Raj to whom the resolution relates he is any concerned or interested financially or otherwise in the resolution

ITEM NO : 6

In terms of section 180(1)(c) of the companies act of 2013,the board of directors of a company shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with consent of the company by passing a special resolution.

The shareholders of the company in the EGM held on 09.01.2008 , had inter-alia passed an ordinary resolution pursuant to section 293(1)d of the Companies Act 1956 and any other applicable provisions of the companies act 2013 read with articles 48 of the articles of the association of the company authorising the board of directors of the company to borrow monies for and on behalf of the company from time to time as deemed by it to be requisite and proper for the business of the company(apart from temporary loans obtained from the company's bankers in the ordinary course of the business) and remaining outstanding shall not exceed Rs.500 Crores (Rupees Five Hundred Crores only) In

excess of the aggregate of the paid up capital of the company and its free reserves ie) reserves not set apart for any specific purpose , as per the latest audited financial statements.

The shareholders may kindly may note that the Board Intends to Increase in the borrowing limits to Rs 1000 Crores (Rupees Thousand Crores only)and current proposal is only to comply with the requirement of passing of special resolution under section 180 of the companies act of, 2013.

The relevant resolution proposed for the member 'approval is specified collectively at item No 6. The board of directors recommended the special resolution as set out in item No:6 of the notice for the approval of the shareholders

None of the directors, key managerial personnel or their relatives are in any way concerned or otherwise interested in this resolution.

ITEM NO 7

Your company has formulated a well-structured policy aimed at providing focus and direction to the various activities on CSR. The company is committed to identify and supporting the following programs.

- Health care, Drinking water, Sanitation
- Education
- Promotion of Arts, Culture and Sports
- Safety of woman and Children
- Rural Development Projects
- Environmental Sustainability, Ecological balance, conservation of natural resources

In order to pursue the above mentioned objects further your board intends to contribute towards said economic and social causes. Accordingly it is proposed to seek the member's approval to the contribution which is likely to exceed 5 % of the Companies average net profit for the 3 immediately preceding financial years in terms of section 181 of the companies act.

None of the directors, key managerial personnel or their relatives are in any way concerned or financially or otherwise interested in this resolution.

The Board re commends the Ordinary Resolution set out mentioned in item no 7 for the member's approval

**By Order of the Board
For Reflex Industries Limited**

Place : Chennai
Date : 26.05.2017

S.Gopalakrishnan
Company Secretary



DIRECTORS REPORT

To the Members,

Your Directors have great pleasure in presenting the Fifteenth Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2017.

FINANCIAL PERFORMANCE

The key financial parameters for the period under review are as follows.

(Rs. In Lakhs)

Description	Standalone Results		Consolidated Result	
	2016-17	2015-16	2016-17	2015-16
Turnover	3771.82	7795.25	3771.82	7795.25
Other Income	168.97	3.54	168.97	3.54
Total Income	3940.79	7798.79	3940.79	7798.79
Expenditure (other than Tax)	3887.47	7766.57	3888.16	7766.97
Exceptional Items	NIL	0.78	NIL	0.78
Profit before tax	53.32	31.44	52.63	31.88
Provision for Income Tax	NIL	0.00	NIL	NIL
Provision for deferred tax	7.01	500.45	7.01	500.45
Profit after Income Tax	46.31	531.90	45.62	531.49
Earnings Per Share (in Rs.)	0.30	3.44	0.29	3.43

During the year under review the Company achieved a turnover of Rs.3771.82 lakhs as against the previous year figure Rs.7795.25 lakhs showing a drop in the turnover by 51.60% however earnings from other income increased by Rs.164.95Lakhs. As a result the company made a net profit of Rs.46.31 lakhs. Consequently the net worth of the Company increased by the amount of profit made during the year and stands at 1019.88 lakhs.

DIVIDEND

In order to conserve the resources of the company your Board has not recommended any dividend for the year ended under review and has transferred the entire amount of profit to the General Reserves.

COMMITTEE OF THE BOARD:

The details of the Board's Committees – The Audit Committee, The Nomination & Remuneration Committee and The Stakeholders' Relationship Committee have been disclosed separately in the Corporate Governance Report which is annexed to and forms part of this Annual Report.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

No material changes and commitments have occurred after the close of the year till the date of this report which affects the financial position of the company.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There are no changes in the nature of business of the company during the financial year under review.

BOARD MEETINGS:

The Board during the Financial Year 2016- 2017 met Five (5) times i.e. 12.04.2016, 28.05.2016, 27.07.2016, 14.11.2016, 13.02.2017

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As per Article 35 of the Articles of Association of the Company, Shri.Dinesh Kumar Agarwal, Director retires by rotation in the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board has recommended his re-election. A resolution is proposed for his re-appointment in the notice.

Shri. T Anil Jain whose term came to an end on 30.06.2017, intends to offer himself to be Re-Appointed as a Managing Director of the Company, for a further term of 3 (three) years w.e.f 01.07.2017 to 30.06.2020 on the recommendations made by Nomination and Remuneration Committee which was taken up by the Board in their meeting held on 26/05/2017 and the same has been put up for the approval of Shareholders in the Upcoming Annual General Meeting to be held on 26th September, 2017.

The resolutions seeking approval of the members for there-appointment of Mr. Hem Senthil Raj, Independent Director have been incorporated in the Notice of the Annual General Meeting of the Company along with brief details about them.

The Independent Directors of the Company have submitted a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Anil Jain, Managing Director, Mrs. Uthayakumar Lalitha, Chief Financial Officer and Mr. Gopalakrishnan Srinivasan, Company Secretary. There has been no change in the Key Managerial Personnel during the year.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from all the Independent Directors i.e., Sri. D. Hem Senthil Raj and Smt. Maheswari under Section 149(7) of the Companies Act, 2013. The



said Independent Directors of the Company meet the criteria of their Independence as laid down under Section 149(6) of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in enclosing the Consolidated Financial Statements in addition to the standalone financial statements pursuant to Section 129(3) of the Companies Act, 2013 (Act) and SEBI Listing Regulations and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard.

INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES

M/s. Vituza Solar Energy Limited continues to be the wholly owned subsidiary of your Company. The necessary AOC – 1 as required under Sub Section (3) of Section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014 is annexed to the Directors' Report as Annexure No 4

EXTRACT OF ANNUAL RETURN:

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an Extract of Annual Return in **Form MGT 9** is annexed to this Report. (Annexure 1)

AUDITORS

The members of the Company, in terms of Section 139 (1) and (2) of the Act 2013, had already appointed M/S Bhandari & Keswani (Membership no. FCA 017411), Chartered Accountant, Chennai as Statutory Auditors of the company in the AGM held on 29th September, 2014 to hold office up till the conclusion of 15th AGM of the company to be held in the year 2017.

Accordingly the said Auditors has completed their term office as Statutory Auditor with the conclusion of 15th Annual General meeting to be held on 26.09.2017 as Statutory Auditors. The board of directors have proposed the appointment Mr.M. Krishna Kumar & Associates (Firm Regn. No.006853S) (Membership No. 203929) Chartered Accountant. In their meeting held on 26.05.2017 as the Statutory Auditor as per the Recommendations of the Audit committee. The said auditor will hold office for a period of three years with effect from date of the forthcoming AGM till the conclusion of 18th annual general meeting to be held with the year 2020 (subject to ratification of their appointment at every AGM Necessary resolution in place before the member in /this regard.

The Company has obtained requisite certificate from the proposed Auditor under section 141 of the Companies act 2013 conveying their eligibility for the above appointment.

The notes in the Financial statement referred to in the auditor report are self-explanatory and do not call for any further comments.

The reply to qualification in auditors report is given below.

Provisions for Liability towards Gratuity

Sl. No	Auditors Qualification	Management Reply
	The Company is not providing for liability for gratuity using the actuarial valuation, which is in accordance with the Accounting Standard on Provision for Gratuity (AS-15) issued by The Institute of Chartered Accountants of India and the impact of which is unascertainable.	Provision towards Gratuity for the year has not been made and the Board is of the Opinion that the same will not affect the result of the Company significantly.

SECRETARIAL AUDIT :

In accordance with the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Mr. R. Muthukrishnan, (FCS 6775) Practicing Company Secretary, Chennai, to undertake the Secretarial Audit of the company. The Secretarial Audit report is annexed herewith as 'Annexure 2'.



REPLY TO THE OBSERVATION OF SECRETARIAL AUDITOR'S REPORT:

1. As regards delayed filing of forms with ROC as required under the Companies Act 2013 the company shall ensure that such delays do not recur.
2. The Company's is in the process of reconciling the data with the respect to Un claimed dividend account with the bank. As soon as the reconciliation is complete the company will remit the amount of unclaimed dividend to IEPF Account.
3. As regard the amount advanced to an entity in which a Director is Interested, the Board is of the opinion that it is in nature of advance for a proposed commercial transaction and shall not fall under the purview of Section 185 of the Act.
4. In view of the aforesaid explanations, the Board is of the opinion that the said amount is in the nature of advances and Section 186 of the Companies Act 2013 shall not apply.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of energy & Technology absorption:

The company does not engage in manufacturing activity involving energy intensive processes. However, the company has taken sufficient steps towards general energy saving techniques and conservation.

Given the Nature of Process employed by the company, there is no technology absorption involved.

(B) Foreign Exchange Earnings and Outgo:

Foreign Exchange Earnings = Nil

Foreign Exchange Outgo = Nil

PUBLIC DEPOSITS:

The Company did not invite or accept any deposits from the Public under Sec 73 of the Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS: NIL

INTERNAL FINANCIAL CONTROLS

The Company has appointed an Internal Auditor, a Chartered Accountant, to ensure the effective functioning of internal financial controls and check whether the financial transaction flow in the organization is being done based on the approved policies of the Company. The Management based on the internal audit observations gives their comments. Further, the Board of Directors of the Company have adopted various policies like Related Party Transactions Policy, Vigil Mechanism , Material Subsidiary Policy for ensuring the orderly and efficient conduct of its business, for safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, the Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower and the same was hosted on the website of the Company.

This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the Standalone Financial Statement (Please refer to Notes 18 under Note to the Standalone Financial Statement).

RISK MANAGEMENT POLICY:

The Company has a Risk Management Committee in place although it is not applicable to it both under the SEBI LODR Regulations 2015 and the Companies Act, 2013. However, the Company has an adequate Risk Management Policy commensurate with its size and operation. Risk Management includes identifying types of risk and its assessment, risk handling, monitoring and reporting.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

At Reflex, Corporate Social Responsibility has been an integral part of the business since its inception. Reflex believes in making a difference to the lives of millions of people who are under privileged. It promotes Social and Economic inclusion by ensuring that marginalised communities have equal access to the health care services, educational opportunities and proper civic infrastructures. Corporate Social responsibility is embedded in the Reflex ethos going hand in hand with the core business of the Company.

During the year the Company has voluntarily made the following contributions as a measure to fulfil the obligations of Corporate Social Responsibility

1. A sum of Rs 1,58,090 to the Stella Maris College for the purpose of providing Financial assistance to Few and Under privileged and deserving students of the College in order to pursue their education
2. A sum of Rs 1,25,000 to the VyaketiVikas Kendra Bengaluru for the purpose of Conducting Yoga and Meditation Classes for the General Public.
3. A sum of Rs 1,50,000 to the Young Women Christian Association of Madras for the Purpose of Building Construction of YMCA Community



RELATED PARTY TRANSACTIONS:

All transactions entered into by the Company with its related parties during the year were in ordinary course of business and on an arm's length basis and did not attract the provisions of Section 188 of the Companies Act, 2013. During the year, the Company had not entered into any arrangement / transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions and accordingly, the disclosure of Related Party Transactions in Form AOC 2 is not applicable. However, names of Related Parties and details of transactions with them have been included in Note no. 26.1.b to the financial statements provided in the Annual Report.

DISCLOSURE ABOUT COST AUDIT:

As per Companies (Cost Records and Audit) Amendments Rules, 2014 dated 31st December, 2014 issued by the Ministry of Corporate Affairs, the Company is not subjected to Cost Audit

PARTICULARS OF EMPLOYEES:

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of the Act, and the Rules framed thereunder is given in Annexure –3 to the Board's Report. Details as required under Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has been employing women employees within the premises. The Company has in place an Anti -harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee has been setup to redress complaints received regularly. There was no complaint received from any woman employee during the financial year 2016-17 and hence no complaint is outstanding as on 31.03.2017 for redressal.

LISTING WITH STOCK EXCHANGES:

The Equity Shares of the Company are listed on the following Stock Exchanges:

- i. BSE Limited (BSE)
No. 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai- 400 001.
- ii. National Stock Exchange of India Limited (NSE)
Exchange Plaza, BandraKurla Complex, Bandra East, Mumbai- 400 051.

The Stock Codes allotted by these Stock Exchanges are as under:

Name	Code
BSE Limited	532884
National Stock Exchange of India Limited	REFEX

The company has paid listing fees to the stock exchanges for the year 2017-18

CORPORATE GOVERNANCE

A detailed report on Corporate Governance pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the BSE and NSE along with the Auditors' certificate on Compliance with the mandatory provisions on Corporate Governance is given as a separate statement in the Annual Report.

The Managing Director has issued necessary certificate to the Board in terms of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31 March 2017.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

Pursuant to the provisions of Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("the Listing Regulations") the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the various committees. A structured questionnaire was prepared after taking into consideration inputs received from the directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and the committees, Board's culture execution and performance of such duties, obligations of independence, governance, ethics and values adhering to corporate governance norms, inter personal relationships, attendance and contribution at meetings etc.

A separate exercise was carried out to evaluate the performance of individual directors, including the Chairperson of the Board who were evaluated on parameters such as participation and contribution, commitment including guidance provided to the senior management outside the Board, and committee meetings, effective deployment of knowledge and expertise, effective management of relationship with various stakeholders independence of behaviour and judgement etc. The Performance evaluations of Independent Directors were carried out by the entire board. The performance evaluation of the Chairperson and Managing director was carried out by the independent directors. The Board reviews the evaluation results as collated by Nomination and Remuneration Committee.

MEETING OF THE INDEPENDENT DIRECTORS

The Independent Directors of your company met once during the year without the presence of Non Independent directors and the members of the Management. The Meeting was conducted in an informal and Flexible manner to enable the Independent Directors to Inter alia discuss matters pertaining to review of performance of Non independent directors and the Board as a whole, review the performance of the Chairperson of the Company after taking in to account the views of the executive and Non-executive directors assess the quality , quantity and timeliness of the flow of the information between company management and the Board that has necessitated the Board to effectively and reasonably perform their duties.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

The Management Discussion and Analysis Report pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the BSE and NSE for the year under review is given as a separate statement in the Annual Report.

INSURANCE

The assets of the company are adequately insured.

INDUSTRIAL RELATIONS

Your Company s' Industrial relations continues to be harmonious and cordial.

ACKNOWLEDGEMENTS:

Your Directors gratefully acknowledge the excellent support and co – operation extended by all the stakeholders more particularly Bankers, Shareholders, Customers, dealers, regulatory and govt. authorities.

Your Directors also wish to place on record their appreciation of the contribution made by the members of the management team and the employees across all levels for the good work put in, during the year under review.

Place: Chennai

Date: 26.05.2017

For and on behalf of the Board

T. Anil Jain

Chairman - Managing Director

DIN:00181960

Annexure Number	Details of Annexure
I.	Form MGT 9
II.	Secretarial Audit Report Form MGT - 3
III.	Ratio of Remuneration
IV.	Form AOC - 1

ANNEXURE - I**Form No. MGT 9**

Extract of Annual Return as on the Financial Year Ended on 31/03/2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. CIN - L45200TN2002PLC049601
- ii. Registration Date - 13/09/2002
- iii. Name of the Company - Reflex Industries Limited
- iv. Category / Sub-Category of the Company - Company Limited by shares / Indian Non- Government Company
- v. Address of the Registered office and contact details – No. 20 Mooker Nallamuthu Street, Chennai - 600001
- vi. Whether listed company - Yes / No
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:

CAMEO Corporate Services Limited,

“Subramanian Building “V Floor,

1, Club House Road, Chennai – 600 002

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Solar Power	28150	16.42
2	Refrigerants Gases	20111	0.20
3	Solar Accessories	28150	83.38

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Vituza Solar Energy Limited	U40300TN2014PLC098629	Subsidiary	100%	Sec. 2(87) (ii)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Shareholding of promoter and promoter group									
1.	Indian									
a.	Individuals/ hindu undivided family	2455835	0	2455835	15.8695	2425897	0	2425897	15.6760	-0.1934
b.	Central government/ state government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Bodies corporate	2083411	0	2083411	13.4629	2083411	0	2083411	13.4629	0.0000
d.	Financial institutions/banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any other Directors and their relatives	491052	0	491052	3.1731	491052	0	491052	3.1731	0.0000
		491052	0	491052	3.1731	491052	0	491052	3.1731	0.0000
	Sub - total (a)(1)	5030298	0	5030298	32.5055	5000360	0	5000360	32.3121	-0.1934
2.	Foreign									
a.	Individuals (non-resident individuals/ foreign individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Bodies corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000

e.	Any other									
	Sub - total (a)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total share holding of promoter and promoter group (A) = (A) (1)+(A)(2)	5030298	0	5030298	32.5055	5000360	0	5000360	32.3121	-0.1934
B.	Public shareholding									
1.	Institutions									
a.	Mutual funds/uti	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Financial institutions/banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Central government/state government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Venture capital funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Insurance companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	Foreign institutional investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	Foreign venture capital investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	Any other									
	Sub - total (b)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
2.	Non-institutions									
a.	Bodies corporate	1915538	0	1915538	12.3781	2091600	0	2091600	13.5158	1.1377
b.	Individuals - I individual shareholders holding nominal share capital upto Rs. 1 lakh	4229203	187	4229390	27.3301	4675762	187	4675949	30.2158	2.8856



	li individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3868688	0	3868688	24.9993	3167508	0	3167508	20.4683	-4.5309
c.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Any other Clearing members	6794	0	6794	0.0439	111759	0	111759	0.7221	0.6782
	Foreign nationals	0	1200	1200	0.0077	0	1200	1200	0.0077	0.0000
	Hindu undivided families	388644	0	388644	2.5114	321352	0	321352	2.0765	-0.4348
	Non resident indians	34624	0	34624	0.2237	105448	0	105448	0.6814	0.4576
		430062	1200	431262	2.7867	538559	1200	539759	3.4879	0.7011
	Sub - total (b)(2)	10443491	1387	10444878	67.4944	10473429	1387	10474816	67.6878	0.1934
	Total public shareholding(b) = (B)(1)+(B)(2)	10443491	1387	10444878	67.4944	10473429	1387	10474816	67.6878	0.1934
	Total (a)+(b)	15473789	1387	15475176	100.0000	15473789	1387	15475176	100.0000	0.0000
C.	Shares held by custodians and against which depository receipts have been issued									
	Promoter and promoter group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Custodian (c)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Grand Total (A)+(B)+(C)	15473789	1387	15475176	100.0000	15473789	1387	15475176	100.0000	0.0000

(ii) Shareholding of Promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during theyear
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered total shares	
1	Sherisha Technologies (P) Limited	2083411	13.4628	0.0000	2083411	13.4628	0.0000	0.0000
2	Anil Jain T	1957796	12.6511	8.7236	1957796	12.6511	8.7236	0.0000
3	Jagdish Jain	29833	0.1927	0.0000	7395	0.0477	0.0000	-0.1449
4	Ugamdevi Jain	419052	2.7078	0.0000	419052	2.7078	0.0000	0.0000
5	Seema Jain	216000	1.3957	0.0000	208500	1.3473	0.0000	-0.0484
6	Tarachand Jain	252206	1.6297	0.0000	252206	1.6297	0.0000	0.0000
7	Dimple Jain	72000	0.4652	0.0000	72000	0.4652	0.0000	0.0000

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
	DP ID /Client ID - IN30309310246313				
1	Sherisha Technologies (P) Limited At the beginning of the year 01-Apr-2016	1563264	10.1017	1563264	10.1017



	At the end of the Year 31-Mar-2017	1563264	10.1017	1563264	10.1017
	DP ID / Client ID - 1204920000008971				
1	Sherisha Technologies (P) Limited				
	At the beginning of the year 01-Apr-2016	520147	3.3611	520147	3.3611
	At the end of the Year 31-Mar-2017	520147	3.3611	520147	3.3611
	DP ID /Client ID- IN30309310242765				
2	Anil Jain T				
	At the beginning of the year 01-Apr-2016	1530252	9.8884	1530252	9.8884
	At the end of the Year 31-Mar-2017	1530252	9.8884	1530252	9.8884
	DP ID /Client ID- 1204920000003004				
2	Anil Jain T				
	At the beginning of the year 01-Apr-2016	427544	2.7627	427544	2.7627
	At the end of the Year 31-Mar-2017	427544	2.7627	427544	2.7627
	DP ID /Client ID- 12049200000038071				
3	Ugamdevi Jain				
	At the beginning of the year 01-Apr-2016	419052	2.7078	419052	2.7078
	At the end of the Year 31-Mar-2017	419052	2.7078	419052	2.7078
	DP ID /Client ID- 12049200000038065				
4	TARACHAND JAIN				
	At the beginning of the year 01-Apr-2016	252206	1.6297	252206	1.6297
	At the end of the Year 31-Mar-2017	252206	1.6297	252206	1.6297

	DP ID /Client ID- IN30309310247822				
5	SEEMA JAIN				
	At the beginning of the year 01-Apr-2016	216000	1.3957	216000	1.3957
	Sale 28-Oct-2016	-7500	0.0484	208500	1.3473
	At the end of the Year 31-Mar-2017	208500	1.3473	208500	1.3473
	DP ID /Client ID- IN30309310247814				
6	DIMPLE JAIN				
	At the beginning of the year 01-Apr-2016	72000	0.4652	72000	0.4652
	At the end of the Year 31-Mar-2017	72000	0.4652	72000	0.4652
	DP ID /Client ID- IN30309310247848				
7	JAGDISH JAIN				
	At the beginning of the year 01-Apr-2016	29833	0.1927	29833	0.1927
	Sale 29-Jul-2016	-22438	0.1449	7395	0.0477
	At the end of the Year 31-Mar-2017	7395	0.0477	7395	0.0477

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	ANGEL HOLDINGS PVT LTD				
	At the beginning of the year 01-Apr-2016	281725	1.8204	281725	1.8204
	At the end of the Year 31-Mar-2017	281725	1.8204	281725	1.8204



1	ANGEL HOLDINGS PVT LTD				
	At the beginning of the year 01-Apr-2016	6450	0.0416	6450	0.0416
	At the end of the Year 31-Mar-2017	6450	0.0416	6450	0.0416
2	TV18 BROADCAST LIMITED				
	At the beginning of the year 01-Apr-2016	275000	1.7770	275000	1.7770
	At the end of the Year 31-Mar-2017	275000	1.7770	275000	1.7770
3	HARBHAJAN SINGH NAGPAL				
	At the beginning of the year 01-Apr-2016	261006	1.6866	261006	1.6866
	Sale 15-Jul-2016	-60000	0.3877	201006	1.2988
	Sale 22-Jul-2016	-80000	0.5169	121006	0.7819
	Sale 04-Nov-2016	-12953	0.0837	108053	0.6982
	Sale 25-Nov-2016	-12497	0.0807	95556	0.6174
	Sale 09-Dec-2016	-8793	0.0568	86763	0.5606
	Purchase 16-Dec-2016	34242	0.2212	121005	0.7819
	Sale 31-Dec-2016	-1901	0.0122	119104	0.7696
	Purchase 10-Feb-2017	1901	0.0122	121005	0.7819
	Sale 24-Mar-2017	-60000	0.3877	61005	0.3942
	At the end of the Year 31-Mar-2017	61005	0.3942	61005	0.3942
4	RMP Infotec Private Limited				
	At the beginning of the year 01-Apr-2016	200000	1.2923	200000	1.2923
	At the end of the Year 31-Mar-2017	200000	1.2923	200000	1.2923
5	Way2wealth Brokers Private Limited				
	At the beginning of the year 01-Apr-2016	157225	1.0159	157225	1.0159
	At the end of the Year 31-Mar-2017	157225	1.0159	157225	1.0159
5	Way2wealth Brokers Private Limited				
	At the beginning of the year 01-Apr-2016	144096	0.9311	144096	0.9311
	At the end of the Year 31-Mar-2017	144096	0.9311	144096	0.9311
6	Nisha Jain				
	At the beginning of the year 01-Apr-2016	150701	0.9738	150701	0.9738
	Sale 24-Mar-2017	-16899	0.1092	133802	0.8646

	At the end of the Year 31-Mar-2017	133802	0.8646	133802	0.8646
6	NISHA JAIN				
	At the beginning of the year 01-Apr-2016	95740	0.6186	95740	0.6186
	At the end of the Year 31-Mar-2017	95740	0.6186	95740	0.6186
7	SHEIL ATULBHAI PATEL				
	At the beginning of the year 01-Apr-2016	140000	0.9046	140000	0.9046
	At the end of the Year 31-Mar-2017	140000	0.9046	140000	0.9046
8	Manan Trading Company Private Limited				
	At the beginning of the year 01-Apr-2016	115400	0.7457	115400	0.7457
	Sale 12-Aug-2016	-115400	0.7457	0	0.0000
	At the end of the Year 31-Mar-2017	0	0.0000	0	0.0000
9	SATISH CHANDRA KATTA				
	At the beginning of the year 01-Apr-2016	109500	0.7075	109500	0.7075
	Sale 10-Feb-2017	-34652	0.2239	74848	0.4836
	Sale 17-Feb-2017	-2468	0.0159	72380	0.4677
	Sale 17-Mar-2017	-47000	0.3037	25380	0.1640
	Sale 24-Mar-2017	-25380	0.1640	0	0.0000
	At the end of the Year 31-Mar-2017	0	0.0000	0	0.0000
10	GREHA RAVI VANWARI				
	At the beginning of the year 01-Apr-2016	102364	0.6614	102364	0.6614
	Sale 03-Jun-2016	-102364	0.6614	0	0.0000
	At the end of the Year 31-Mar-2017	0	0.0000	0	0.0000
11	Shree Naman Securities And Finance Private Limited				
	At the beginning of the year 01-Apr-2016	0	0.0000	0	0.0000
	Purchase 15-Jul-2016	7500	0.0484	7500	0.0484
	Sale 22-Jul-2016	-4499	0.0290	3001	0.0193
	Sale 29-Jul-2016	-2001	0.0129	1000	0.0064
	Sale 19-Aug-2016	-1000	0.0064	0	0.0000
	Purchase 24-Mar-2017	50162	0.3241	50162	0.3241



	Purchase 31-Mar-2017	42338	0.2735	92500	0.5977
	At the end of the Year 31-Mar-2017	92500	0.5977	92500	0.5977
11	Shree Naman Securities And Finance Private Limited				
	At the beginning of the year 01-Apr-2016	0	0.0000	0	0.0000
	Purchase 12-Aug-2016	5300	0.0342	5300	0.0342
	Sale 19-Aug-2016	-4300	0.0277	1000	0.0064
	Sale 26-Aug-2016	-1000	0.0064	0	0.0000
	Purchase 31-Mar-2017	2	0.0000	2	0.0000
	At the end of the Year 31-Mar-2017	2	0.0000	2	0.0000
12	Marwadi shares and finance ltd.				
	At the beginning of the year 01-Apr-2016	2048	0.0132	2048	0.0132
	Sale 06-May-2016	-2048	0.0132	0	0.0000
	Purchase 10-Jun-2016	11000	0.0710	11000	0.0710
	Purchase 17-Jun-2016	4500	0.0290	15500	0.1001
	Purchase 24-Jun-2016	4000	0.0258	19500	0.1260
	Purchase 30-Jun-2016	500	0.0032	20000	0.1292
	Purchase 01-Jul-2016	500	0.0032	20500	0.1324
	Purchase 08-Jul-2016	15000	0.0969	35500	0.2293
	Purchase 15-Jul-2016	17100	0.1104	52600	0.3398
	Purchase 22-Jul-2016	1135	0.0073	53735	0.3472
	Purchase 29-Jul-2016	13100	0.0846	66835	0.4318
	Purchase 05-Aug-2016	1000	0.0064	67835	0.4383
	Purchase 12-Aug-2016	6461	0.0417	74296	0.4800
	Purchase 26-Aug-2016	2100	0.0135	76396	0.4936
	Purchase 02-Sep-2016	1900	0.0122	78296	0.5059
	Sale 09-Sep-2016	-79	0.0005	78217	0.5054
	Purchase 16-Sep-2016	200	0.0012	78417	0.5067
	Sale 23-Sep-2016	-421	0.0027	77996	0.5040
	Sale 30-Sep-2016	-496	0.0032	77500	0.5008
	Purchase 07-Oct-2016	1500	0.0096	79000	0.5104
	Purchase 14-Oct-2016	6000	0.0387	85000	0.5492

	Purchase 21-Oct-2016	3000	0.0193	88000	0.5686
	Purchase 28-Oct-2016	3500	0.0226	91500	0.5912
	Sale 04-Nov-2016	-6500	0.0420	85000	0.5492
	Purchase 11-Nov-2016	6102	0.0394	91102	0.5886
	Purchase 18-Nov-2016	2100	0.0135	93202	0.6022
	Purchase 02-Dec-2016	1270	0.0082	94472	0.6104
	Sale 09-Dec-2016	-5500	0.0355	88972	0.5749
	Sale 16-Dec-2016	-100	0.0006	88872	0.5742
	Sale 23-Dec-2016	-3000	0.0193	85872	0.5549
	Sale 06-Jan-2017	-72	0.0004	85800	0.5544
	Sale 13-Jan-2017	-6061	0.0391	79739	0.5152
	Purchase 20-Jan-2017	100	0.0006	79839	0.5159
	Sale 27-Jan-2017	-500	0.0032	79339	0.5126
	Sale 03-Feb-2017	-2000	0.0129	77339	0.4997
	Sale 17-Feb-2017	-339	0.0021	77000	0.4975
	Purchase 03-Mar-2017	1000	0.0064	78000	0.5040
	Sale 17-Mar-2017	-1000	0.0064	77000	0.4975
	Purchase 24-Mar-2017	1250	0.0080	78250	0.5056
	Sale 31-Mar-2017	-1400	0.0090	76850	0.4966
	At the end of the Year 31-Mar-2017	76850	0.4966	76850	0.4966
12	Marwadi Shares and Finance Ltd.				
	At the beginning of the year 01-Apr-2016	4609	0.0297	4609	0.0297
	Sale 20-May-2016	-63	0.0004	4546	0.0293
	Purchase 10-Jun-2016	15500	0.1001	20046	0.1295
	Sale 17-Jun-2016	-500	0.0032	19546	0.1263
	Purchase 30-Jun-2016	4300	0.0277	23846	0.1540
	Purchase 08-Jul-2016	700	0.0045	24546	0.1586
	Purchase 22-Jul-2016	375	0.0024	24921	0.1610
	Purchase 29-Jul-2016	500	0.0032	25421	0.1642
	Purchase 05-Aug-2016	100	0.0006	25521	0.1649
	Purchase 12-Aug-2016	3000	0.0193	28521	0.1843



	Purchase 19-Aug-2016	1500	0.0096	30021	0.1939
	Purchase 26-Aug-2016	100	0.0006	30121	0.1946
	Purchase 02-Sep-2016	15000	0.0969	45121	0.2915
	Sale 09-Sep-2016	-9500	0.0613	35621	0.2301
	Purchase 16-Sep-2016	479	0.0030	36100	0.2332
	Sale 23-Sep-2016	-479	0.0030	35621	0.2301
	Purchase 30-Sep-2016	4800	0.0310	40421	0.2611
	Purchase 14-Oct-2016	800	0.0051	41221	0.2663
	Sale 21-Oct-2016	-3000	0.0193	38221	0.2469
	Purchase 28-Oct-2016	4100	0.0264	42321	0.2734
	Sale 04-Nov-2016	-2300	0.0148	40021	0.2586
	Purchase 11-Nov-2016	2000	0.0129	42021	0.2715
	Sale 18-Nov-2016	-375	0.0024	41646	0.2691
	Sale 16-Dec-2016	-5500	0.0355	36146	0.2335
	Purchase 23-Dec-2016	3300	0.0213	39446	0.2548
	Purchase 30-Dec-2016	300	0.0019	39746	0.2568
	Sale 06-Jan-2017	-463	0.0029	39283	0.2538
	Sale 13-Jan-2017	-1600	0.0103	37683	0.2435
	Sale 20-Jan-2017	-1346	0.0086	36337	0.2348
	Sale 27-Jan-2017	-1000	0.0064	35337	0.2283
	Sale 03-Feb-2017	-665	0.0042	34672	0.2240
	Sale 17-Feb-2017	-1200	0.0077	33472	0.2162
	Purchase 03-Mar-2017	2045	0.0132	35517	0.2295
	Sale 17-Mar-2017	-200	0.0012	35317	0.2282
	Purchase 31-Mar-2017	3275	0.0211	38592	0.2493
	At the end of the Year 31-Mar-2017	38592	0.2493	38592	0.2493
12	Marwadi Shares and Finance Ltd.				
	At the beginning of the year 01-Apr-2016	1500	0.0096	1500	0.0096
	Sale 08-Apr-2016	-1500	0.0096	0	0.0000
	Purchase 22-Apr-2016	500	0.0032	500	0.0032
	Sale 29-Apr-2016	-500	0.0032	0	0.0000

	Purchase 03-Jun-2016	5300	0.0342	5300	0.0342
	Sale 10-Jun-2016	-5300	0.0342	0	0.0000
	Purchase 17-Jun-2016	500	0.0032	500	0.0032
	Sale 24-Jun-2016	-500	0.0032	0	0.0000
	Purchase 15-Jul-2016	700	0.0045	700	0.0045
	Sale 22-Jul-2016	-700	0.0045	0	0.0000
	Purchase 05-Aug-2016	200	0.0012	200	0.0012
	Sale 12-Aug-2016	-200	0.0012	0	0.0000
	Purchase 02-Sep-2016	100	0.0006	100	0.0006
	Sale 16-Sep-2016	-100	0.0006	0	0.0000
	Purchase 23-Sep-2016	7210	0.0465	7210	0.0465
	Sale 30-Sep-2016	-4710	0.0304	2500	0.0161
	Sale 07-Oct-2016	-800	0.0051	1700	0.0109
	Sale 14-Oct-2016	-1600	0.0103	100	0.0006
	Purchase 21-Oct-2016	900	0.0058	1000	0.0064
	Sale 28-Oct-2016	-1000	0.0064	0	0.0000
	Purchase 04-Nov-2016	2818	0.0182	2818	0.0182
	Sale 11-Nov-2016	-2818	0.0182	0	0.0000
	Purchase 09-Dec-2016	1100	0.0071	1100	0.0071
	Sale 16-Dec-2016	-600	0.0038	500	0.0032
	Sale 23-Dec-2016	-300	0.0019	200	0.0012
	Sale 30-Dec-2016	-200	0.0012	0	0.0000
	Purchase 06-Jan-2017	500	0.0032	500	0.0032
	Sale 13-Jan-2017	-500	0.0032	0	0.0000
	Purchase 27-Jan-2017	500	0.0032	500	0.0032
	Sale 03-Feb-2017	-500	0.0032	0	0.0000
	Purchase 10-Feb-2017	500	0.0032	500	0.0032
	Sale 17-Feb-2017	-500	0.0032	0	0.0000
	Purchase 24-Mar-2017	2950	0.0190	2950	0.0190
	Sale 31-Mar-2017	-2950	0.0190	0	0.0000
	At the end of the Year 31-Mar-2017	0	0.0000	0	0.0000



12	Marwadi Shares and Finance Ltd.				
	At the beginning of the year 01-Apr-2016	1100	0.0071	1100	0.0071
	Purchase 22-Jul-2016	265	0.0017	1365	0.0088
	Purchase 12-Aug-2016	1539	0.0099	2904	0.0187
	Sale 30-Sep-2016	-1804	0.0116	1100	0.0071
	Purchase 07-Oct-2016	500	0.0032	1600	0.0103
	Sale 04-Nov-2016	-100	0.0006	1500	0.0096
	Purchase 02-Dec-2016	500	0.0032	2000	0.0129
	Sale 09-Dec-2016	-500	0.0032	1500	0.0096
	Purchase 27-Jan-2017	1500	0.0096	3000	0.0193
	Sale 10-Feb-2017	-1500	0.0096	1500	0.0096
	Sale 17-Feb-2017	-500	0.0032	1000	0.0064
	Sale 31-Mar-2017	-900	0.0058	100	0.0006
	At the end of the Year 31-Mar-2017	100	0.0006	100	0.0006
12	Marwadi Shares and Finance Ltd.				
	At the beginning of the year 01-Apr-2016	0	0.0000	0	0.0000
	Purchase 03-Jun-2016	300	0.0019	300	0.0019
	Sale 10-Jun-2016	-300	0.0019	0	0.0000
	Purchase 15-Jul-2016	1140	0.0073	1140	0.0073
	Sale 22-Jul-2016	-1140	0.0073	0	0.0000
	Purchase 05-Aug-2016	1500	0.0096	1500	0.0096
	Sale 12-Aug-2016	-1500	0.0096	0	0.0000
	Purchase 23-Sep-2016	250	0.0016	250	0.0016
	Sale 30-Sep-2016	-250	0.0016	0	0.0000
	Purchase 07-Oct-2016	350	0.0022	350	0.0022
	Sale 14-Oct-2016	-350	0.0022	0	0.0000
	Purchase 21-Oct-2016	1500	0.0096	1500	0.0096
	Sale 28-Oct-2016	-1500	0.0096	0	0.0000
	Purchase 04-Nov-2016	5182	0.0334	5182	0.0334
	Purchase 11-Nov-2016	1799	0.0116	6981	0.0451
	Sale 18-Nov-2016	-6981	0.0451	0	0.0000
	Purchase 09-Dec-2016	4149	0.0268	4149	0.0268

	Sale 16-Dec-2016	-4149	0.0268	0	0.0000
	Purchase 23-Dec-2016	500	0.0032	500	0.0032
	Sale 30-Dec-2016	-500	0.0032	0	0.0000
	Purchase 06-Jan-2017	72	0.0004	72	0.0004
	Purchase 13-Jan-2017	2589	0.0167	2661	0.0171
	Sale 20-Jan-2017	-2261	0.0146	400	0.0025
	Sale 27-Jan-2017	-400	0.0025	0	0.0000
	Purchase 17-Mar-2017	1000	0.0064	1000	0.0064
	Sale 24-Mar-2017	-550	0.0035	450	0.0029
	Purchase 31-Mar-2017	850	0.0054	1300	0.0084
	At the end of the Year 31-Mar-2017	1300	0.0084	1300	0.0084

(v) Shareholding of Directors and Key Managerial Personnel:

SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares the company
1	Anil Jain T				
	At the beginning of the year 01-Apr-2016	1530252	9.8884	1530252	9.8884
	At the end of the Year 31-Mar-2017	1530252	9.8884	1530252	9.8884
	HAVING SAME PAN				
1	T. Anil Jain				
	At the beginning of the year 01-Apr-2016	427544	2.7627	427544	2.7627
	At the end of the Year 31-Mar-2017	427544	2.7627	427544	2.7627
2	S Gopalakrishnan				
	At the beginning of the year 01-Apr-2016	229	0.0014	229	0.0014
	At the end of the Year 31-Mar-2017	229	0.0014	229	0.0014
3	D Hem Senthil Raj				
	At the beginning of the year 01-Apr-2016	Nil	Nil	Nil	Nil
	At the end of the Year 31-Mar-2017	Nil	Nil	Nil	Nil
4	R Maheswari				
	At the beginning of the year 01-Apr-2016	Nil	Nil	Nil	Nil
	At the end of the Year 31-Mar-2017	Nil	Nil	Nil	Nil
5	U Lalitha				
	At the beginning of the year 01-Apr-2016	Nil	Nil	Nil	Nil
	At the end of the Year 31-Mar-2017	Nil	Nil	Nil	Nil



V. INDEBTEDNESS (AMOUNT IN RUPEES)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year:				
i. Principal Amount	5,58,873	2,58,04,888	-	2,63,63,761
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	8,230	-	-	-
Total (i+ii+iii)	5,67,103	2,58,04,888	-	2,63,63,761
Change in Indebtedness during the Financial year				
• Addition		48,70,000	-	48,70,000
• Reduction	5,68,771	2,31,47,871	-	2,37,16,642
Net Change	5,68,771	1,82,77,871	-	1,88,46,642
Indebtedness at the end of the Financial year:				
i. Principal Amount	-	34,95,27,017		34,95,27,017
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-		-	-
Total (i+ ii+ iii)	-	34,95,27,017	-	34,95,27,017

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD, WTD / Manager	Total Amount
		T. Anil Jain	(in Rs.)
1.	Gross salary (i) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (ii) Value of perquisites u/s 17(2) Income-tax Act, 1961 (iii) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	12.00	12.00

2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
5	Others, please specify	NIL	NIL
6	Total (A)	12.00	12.00
	Overall Ceiling as per the Act	84.00	84.00

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		D. Hem Senthil Raj	R. Maheshwari	
	Independent Directors· Fee for attending board committee meetings· Commission	27,500	38,500	66,000
	Total (1)	27,500	38,500	66,000
	Other Non-Executive Directors· Fee for attending board committee meetings· Commission Others, please specify	NIL		
	Total (2)	27,500	38,500	66,000
	Total (B)=(1+2)	27,500	38,500	66,000
	Total Managerial Remuneration	27,500	38,500	66,000



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel(in Rs.)			
		CEO	Company Secretary	CFO	Total
1	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	2,80,000	7,68,000	10,48,0000
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	-	2,80,000	7,68,000	10,48,0000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

Annexure – II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017.

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
THE MEMBERS,
REFEX INDUSTRIES LIMITED,
(CIN: L45200TN2002PLC049601),
NO. 20 MOOKER NALLAMUTHU STREET,
CHENNAI-600001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **REFEX INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. **REFEX INDUSTRIES LIMITED**'s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: The members are requested to read this report along with my letter of even date placed as Annexure 1 to this report

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. REFEX INDUSTRIES LIMITED ("the Company")** for the financial year ended on **31st MARCH, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, effective from 1st December 2015

I am informed that for the financial year ended on 31st March, 2017:

- (a) The company was not required to maintain books, papers, minute books, forms and returns filed or other records according to the provisions of:
- (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (SEBI Act):
- * The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - * The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - * The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - * The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - * The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent applicable
- (vi) Secretarial Standards, SS1 and SS 2 issued by The Institute of Company Secretaries of India in respect of conduct of Board Meetings and General Meetings respectively.
- (vii) Based on the information, representations and explanations provided by the offices of the company, there are no specific laws applicable to the company for which books, forms and other records need to be maintained

I have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with following Stock Exchange(s),

1. National Stock Exchange of India Ltd

2. Bombay Stock Exchange Ltd upto 30th November 2015 and new listing agreements after applicability of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, effective from 1st December 2015

During the period under review, to the best of my knowledge and belief and according to the information and explanation furnished to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations as placed in Annexure to this report

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors which includes a woman director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and I have been informed that there were no dissenting Board members' views that were required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has no instance of

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place : Chennai
Date : 26.05.2017

Signature:
R MUTHU KRISHNAN
FCS No 6775
C P No.:3033



LIST OF OBSERVATIONS

1. *The company has been generally filing the forms as required to be Companies Act, 2013 within the time prescribed in the said Act and rules made thereunder, but there has been 3 instances of filing of certain forms with delay and the company has paid the necessary additional fee for such filings*
2. *The company is yet to transfer the unclaimed dividend to declared in the AGM held on November 2009 to Investor Education and Protection Fund (IEPF) as required under Section 124 of the Companies Act 2013, although the due date specified in Section 124(5) of the Act has arisen.*
3. *During the year the company has advanced Rs. 3035 Lakhs to M/S Sherisha Technologies Private Limited, an entity in which the director of the company is interested within the meaning of clause (c) to Explanation to Section 185 (1) of the Companies Act, 2013 and the amount outstanding at the end of the year stands at Rs.2542.61 Lakhs. The said advancing of loan by the company is in violation of Section 185 of the Companies Act, 2013 has arisen.*
4. *The aggregate of loans and investments made by the company and outstanding as at 31st March 2017 as defined under Section 186 (2) of the Companies Act, 2013 is in excess of limits specified therein, but the company has not obtained any prior approval from shareholders by way of special resolution as required under Section 186(3) of the Companies Act, 2013 for such excess.*

Annexure A' to Secretarial Audit Report dated 26th May 2017

The Members

REFEX INDUSTRIES LIMITED

(CIN: L45200TN2002PLC049601),

NO. 20 MOOKER NALLAMUTHU STREET,

CHENNAI-600001.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Chennai
Date :26.05.2017

Signature:
R Muthu Krishnan
FCS No 6775.
C P No.:3033



Annexure - III

RATIO OF REMUNERATION

Particulars required to be disclosed under section 197 (12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014		
Sl. No.	Particulars	2016 – 2017
(i)	The ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year	
	The Company is paying remuneration only to the Managing Director. Other directors are not paid. The ratio of Remuneration of Managing Director to the median Remuneration is 71.50 %	
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager if any in the Financial Year.	
	Mr. T. Anil Jain, Managing Director	Nil
	Mr. S. Gopalakrishnan, Company Secretary	Nil
	Mrs. U. Lalitha, Chief Financial Officer	Nil
(iii)	The percentage increase in the median remuneration of employees in the Financial Year	(58%)
(iv)	The explanation on the relationship between average increase in remuneration and Company performance	
	Average increase in remuneration of the employees in the Financial Year (in percentage)	(72%)
	Increase in Turnover(in percentage)	(51.62%)
	Increase in PAT / (decrease in loss) (in percentage)	91.29%
	Increase in EPS(in percentage)	91.27%

	Comparison of the remuneration of Key Managerial Personnel against the performance of the Company			
	Particulars	Managing Director	Chief Financial Officer	Company Secretary
	Remuneration (Rs. In lacs)	12.00	7.68	2.80
	Revenue (Rs. In lacs)	3772.00	3772.00	3772.00
	Remuneration (as % of Revenue)	0.32	0.20	NIL
(v) (a)	Variations in the market capitalization of the Company as at the closing date of the current Financial year and the previous financial year		(Rs in Crores)	
	Market Capitalization as at 31.03.2016		13.92	
	Market Capitalization as at 31.03.2017		29.71	
(v) (b)	Variations in the Price Earning Ratio as at the closing date of the Current Financial Year and the previous Financial Year			
	Price Earning Ratio as at 31.03.2016		2.62	
	Price Earning Ratio as at 31.03.2017		64.00	
	Increase in Price Earning Ratio		61.38	
(v) (c)	Percentage increase or decrease in the market quotation of shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of Listed Companies at the close of the current Financial Year and the previous Financial Year		Rupee per share	
	Rate at which public issue was made		65.00	
	Market price as at 31.03.2017		19.20	



	Increase (Decrease) in Market price %	- 70.76%
(vi)	The average percentile increase already made in the salaries of Managerial Personnel in the last Financial Year, justifications there off and point out if there are any exceptional circumstances for increase in the Managerial Remuneration.	The average salary of the employees has decreased by (79)%. The Managerial Remuneration are considered by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee as per the Remuneration policy for the directors, key managerial personnel and other employees based on their individual qualifications, experience and other parameters. Wherever required, approval of the shareholders is also obtained.
(vii)	Comparison of the each remuneration of the Key Managerial personnel against the performance of the Company	The remuneration of the Key Managerial personnel is given above in (iv). The turnover has decreased by (51.62%) and the profit after tax has decreased by 91%
(viii)	The key parameters for any variable component of remuneration availed by the directors	The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination & Remuneration Committee as per the Remuneration policy for the Directors, Key Managerial personnel and other employees. Wherever required approval of shareholders are also obtained
(ix)	The ratio of remuneration of the highest paid director to that of the employees who are not directors but receiving remuneration in excess of the highest paid director during the year	N.A
(x)	Affirmation that the remuneration is as per the Remuneration policy of the Company	It is hereby affirmed that the remuneration paid is as per the Remuneration policy for the Directors, Key Managerial personnel and other employees of the Company

Annexure - IV**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Vituza Solar Energy Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	There is no change in the reporting period with that of its Holding Co.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
4.	Share capital	5,00,000
5.	Reserves & surplus	(360781)
6.	Total assets	171969
7.	Total Liabilities	171969
8.	Investments	0
9.	Turnover	0
10.	Profit before taxation	(68818)
11.	Provision for taxation	0
12.	Profit after taxation	(68818)
13.	Proposed Dividend	0
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: The above mentioned subsidiary Company is yet to commence its operations.
- Names of subsidiaries which have been liquidated or sold during the year. N.A

"Part B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures are not applicable since the Company does not have any Associates / Joint Venture
- Nil



REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY

The company is committed to ensure high standards of transparency and accountability in all its activities. The best management practices and high levels of integrity in decision making are followed to ensure long term wealth generation and creation of value for all the stakeholders. The company follows all the principles of corporate governance in its true spirit and at all times.

1. BOARD OF DIRECTORS:

a) Composition

The Board consists of four (4) Directors as on 31st March 2017. The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The day-to-day management of the company is carried on by Mr. T. Anil Jain, the Managing Director of the company.

Chairman and Managing Director	Mr. T. Anil Jain
Non-Executive and Independent Directors	● Mr. Dinesh Kumar Agarwal(Non- Executive) ● Mr. D. Hem Senthil Raj (Independent Director) ● Mrs. R. Maheswari (Independent Director)

All Independent Directors possess the requisite qualifications and are very experienced in their own fields. They are not liable to retire by rotation. None of the directors are members of more than ten committees or chairman of more than five committees in Public Limited Companies in which they are directors. Necessary disclosures have been obtained from all the directors regarding their directorship which have been taken on record by the Board.

The names of the Directors and the details of other chairmanship / directorship / committee membership of each Director as on 31st March 2016 is given below:

Sl. No.	Name of Director	Category	Number of Directorships in other companies		Number of Committee Memberships in other companies	
			Chairman	Member	Chairman	Member
1	Mr. T. Anil Jain	Executive Director	2	-	-	1
2	Mr. Dinesh Kumar Agarwal	Non-Executive Director	-	-	-	-
3	Mr. Hem Senthil Raj	Non-Executive Independent Director	-	3	2	2
4	Mrs. Maheswari Ramamoorthy	Non-Executive Independent Director	-	3	-	2

Note:

- a. Other directorships exclude Foreign Companies, Private Limited Companies and Alternate directorships.
- b. Only membership in Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee have been reckoned for other committee memberships.

c. Board Meetings and Attendance at Board Meetings

The Board met 5 times i.e. on 12.04.2016, 28.05.2016, 27.07.2016, 14.11.2016, and 13.02.2017 during this Financial Year 2016 - 2017. The actual time gap between any two meetings was well within the maximum allowed period of 120 days.

The relevant details are as under:

Sl.No	Date	Board Strength	No. of Directors present
1	12.04.2016	4	3
2	28.05.2016	4	3
3	27.07.2016	3	3
4	14.11.2016	4	4
5	13.02.2017	4	2

The Company places before the Board all those details as required under Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The dates for the Board Meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them.. Detailed agenda notes are sent to the directors. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The Chairman and the Managing Director appraised the Board on the overall performance of the Company at every Board Meeting. Legal issues, write-offs, provisions, purchase and disposal of Capital Assets are all brought to the notice of the Board. The Board reviews performance, approves capital expenditures, sets the strategy the Company should follow and ensures financial stability. The Board takes on record the actions taken by the Company on all its decisions periodically.

The Board also takes on record the declaration made by the Company Secretary, Chairman and Managing Director and the Chief Financial Officer regarding compliances of all laws on a quarterly basis.

d) Disclosure of relationship between directors inter-se: NIL



e) Attendance of each Director at Board Meetings and at the previous Annual General Meeting (AGM)

S.No	Name	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the last AGM
1	Mr. T. Anil Jain	5	4	Present
2	Mr. Dinesh Kumar Agarwal	2	1	Present
3	Mr. Hem Senthil Raj	5	5	Present
4	Mrs.MaheswariRamamoorthy	5	5	Present

2. AUDIT COMMITTEE

The Audit Committee assists the Board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The terms of reference of the Audit Committee covers all matters specified in Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also those specified in section 177 of the Companies Act 2013. The terms of reference broadly include review of Internal Audit Reports and action taken reports, assessment of the efficacy of the Internal Control Systems/ Financial Reporting Systems and reviewing the adequacy of the Financial Policies and Practices followed by the Company. The Audit Committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and related party transactions. A report on its findings relating to the periodical Financial Statements is sent to the Board. The Committee also recommends the appointment of Internal Auditor, Secretarial Auditor and Statutory Auditor. The Audit Committee takes note of any default in the payments to creditors and shareholders. The Committee also looks into those matters specifically referred to it by the Board. The Audit Committee comprised of the following directors for the year ended 31st March 2017:

Sl. No	Name of the Members	Designation
1	Shri D. Hem Senthil Raj	Chairman
2	Shri T. Anil Jain	Member
3	Mr.Dinesh Kumar Agarwal	Member
4	Smt. R. Maheswari	Member

As on 31st March 2016 the committee comprised of Two Independent directors and one executive director, and One Non Executive Director all of whom are financially literate and have relevant finance / audit exposure. The Chief Financial Officer and Internal Auditor are permanent invitees to the Meetings of the Committee. The other directors are invited to attend the audit committee meetings as and when required. The Company Secretary acts as the Secretary to the Committee. The Composition of the Audit Committee is as per Regulation 18(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as mentioned above. The Chairman of the Audit Committee was present at the

previous Annual General Meeting of the company held on 30th September 2015. The Audit Committee met 4 times on 28.05.2016, 27.07.2016, 14.11.2016 and 13.02.2017 during the year 2015-16.

Attendance of each Director at Audit Committee Meetings

Name of the Director	Designation	Number of audit committee meetings attended
Mr.D. Hem Senthil Raj	Chairman	5
Mr. T. Anil Jain	Member	4
Mr. Dinesh Kumar Agarwal	Member	1
R. Maheswari	Member	5

The CFO has certified in terms of Regulation 17 (8) of SEBI (LODR) Regulation, 2015 to the Board that the Financial Statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards.

3. NOMINATION AND REMUNERATION COMMITTEE

(I) Brief description of terms of reference are:

- (A) Appointment of the Directors, and Key Managerial Personnel of the Company; and
- (B) Fixation of the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

(II) **Composition of committee**

Sl.No	Name of Director	Designation
1	Mr. D. Hem Senthil Raj	Chairman
2	Mr. Dinesh Kumar Agrwal	Member
3	Mrs. R. Maheswari Ramamoorthy	Member

This committee recommends the appointment/reappointment of executive directors and the appointments of employees from the level of vice-president and above along with the remuneration to be paid to them. The remuneration is fixed keeping in mind the candidate's track record, his/her potential individual performance, the market trends and scales prevailing in the similar industry. The Nomination & Remuneration Committee comprises of Non-Executive and Independent Directors. Mr.D. Hem Senthil Raj is the Chairman of the committee; Mr.Dinesh Kumar Agarwal and Mrs. R. Maheswari are the other members. The Company Secretary is the Secretary to the Committee. During the financial year 2016-2017 there was no occasion for the Committee to meet since there was neither any appointment of new Managerial personnel nor revision of remuneration to existing Managerial personnel.



Criteria for Performance evaluation:

- i) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- ii) To carry out evaluation of every Director's performance.
- iii) To formulate the criteria for evaluation of Independent Directors and the Board.
- iv) To devise a policy on Board diversity.
- v) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- vi) To perform such other functions as may be necessary or appropriate for the performance of its duties.

(III) REMUNERATION POLICY:

The Policy inter alia provides for the following:

- (a) attract, recruit, and retain good and exceptional talent;
- (b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- (c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- (d) To review market practices and to decide / make recommendations to the Board on remuneration packages applicable to the Managing Director, Executive Director and the Senior Executives of the Company.
- (e) To motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- (f) To decide on the commission and / or other incentives payable taking into account the individual's performance as well that of the Company.
- (g) To assess the overall compensation structure and the policies of the Company with an objective to attract, retain and motivate employees, consider grant of stock options to employees etc.
- (h) To review the compensation levels of the company's employees vis a vis the other companies in the same field and industry in general
- (i) To examine and recommend / approve payment of remuneration to Managerial Personnel in line with the requirements of schedule V to the Companies Act 2013.
- (j) To ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- (k) To fulfil the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

(IV) CRITERIA FOR MAKING PAYMENTS TO NON- EXECUTIVE DIRECTORS:

No remuneration/commission is paid to any of the non-executive director or independent directors during 2016-17. The company does not have any pecuniary relationships or transactions with non-executive directors during 2016-17.

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Committee is required to meet regularly to approve share transfers, transmissions, issue of duplicate share certificates, re-materialisation of shares in the physical form as per the time limits and procedures specified in the Regulation 40 of SEBI (LODR) Regulations, 2015 and all other issues pertaining to shares and also to redress investor grievances like non receipt of dividend warrants, non-receipt of share certificates, etc. The committee regularly reviews the movement in shareholding and ownership structure. The committee also reviews the performance of the Registrar and Share Transfer Agents. The committee was not required to meet during the year 2016-2017, since no request for transfer of shares in physical form was received. During the year under review, the Company has not received any investor complaints.

Composition of Stakeholders' Relationship Committee:

The Committee comprises of

Sl. No	Name	Designation
1	Sri D. Hem Senthil Raj	Chairman
2	Sri T. Anil Jain	Member
3	Smt. R. Maheshwari	Member

SEBI vide Circular Ref: CIR/OIAE/2/2011 dated June 3, 2011 informed the company that they had commenced processing of investor complaints in a web based complaints redress system "SCORES". Under this system, all complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES. It is found that no investor has made any complaint against the Company under SCORES.

Mr. S. Gopalakrishnan, Company Secretary is the compliance officer of the company. For any clarification / complaint the shareholders may contact Mr. S. Gopalakrishnan, Company Secretary at the registered office of the company

5. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors of the Company had met once during the year to review the performance of Non- Independent Directors and the Board as a whole, to review the performance of the Chairperson of the Company and had assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Company had also further during the year, conducted Familiarisation programme for Independent Directors of the Company and the details of such familiarisation programmes are



disseminated on the website of the Company (<http://www.refex.co.in/investors-information/familiarization-program/>)

6. REMUNERATION PAID TO DIRECTORS

Out of the total four (4) directors, only one is an Executive Director. The remuneration payable to the director is determined by the Board on the recommendation of the Nomination and Remuneration Committee. This is subject to the approval of the shareholders at the Annual General Meeting and that of the Central Government and such other authorities as may be necessary. The Non-Executive Directors do not draw any remuneration from the company.

a) **Details of Remuneration paid to the Executive Director during the financial year 2016-2017:Rs ,12,00,000**

b) **Details of Sitting Fees paid to Non-Executive Directors during the financial year 2016-2017**

The Company has paid a sum of Rs. 66,000 towards sitting fees to the non-executive directors. There was no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the company during the Financial Year ended 31st March, 2017.

c) **Details of shareholding of Directors as on 31st March 2017**

As on 31st March 2017, the company had one (1) Executive Director and three (3) Non-Executive Directors. The said Executive Director, Mr. T. Anil Jain holds 1957796 equity shares in the Company. The Non-Executive Directors do not hold any shares in the Company.

7. Annual General Meetings and Extraordinary General Meeting

The details of the Annual General Meetings / Extraordinary General Meeting held in the last three years are as follows:

Annual General Meetings of the Company:

Venue	Financial Year	Date	Time
Nahar Hall, Deshabandhu Plaza, 1 st Floor, 47, Whites Road, Royappettah, Chennai – 600 014	2013-2014	29 th September, 2014	3.30 P.M
Nahar Hall, Deshabandhu Plaza, 1 st Floor, 47, Whites Road, Royappettah, Chennai – 600 014	2014-2015	30 th September, 2015	3.30 P.M
Nahar Hall, Deshabandhu Plaza, 1 st Floor, 47, Whites Road, Royappettah, Chennai – 600 014	2015-16	30th September,2016	3.30 PM

The details of special resolutions passed in AGM in the last 3 years are as follows:

AGM	Subject
AGM during the year 2013-2014 = 29.09.2014	Re- Appointment of Mr. Anil Jain as Managing Director
AGM during the year 2014- 2015 = 30.09.2015	Nil
AGM during the year 2015-16 = 30.09.2016	Nil

E-Voting:

One special resolution was required to be passed by the shareholders of the company through e-voting during the year 2013-2014.

8. Subsidiary Companies

The financials of the subsidiary company viz., M/s Vituza Solar Energy Limited have been duly reviewed by the Audit Committee and the Board of the Holding Company. The board minutes of the Unlisted Subsidiary Companies have been placed before the Board of the Holding Company. The Holding Company's Board is also periodically informed about all significant transactions and arrangements entered into by the subsidiary company. The Company has also formulated a policy for determining the Material Subsidiary and the details of such policies are disseminated in the website of the Company ([www.refex.co.in/Investors-information/ material-subsiidiary-policy/](http://www.refex.co.in/Investors-information/material-subsiidiary-policy/))

9. A) Risk Management

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets.



B) Risk Management Committee:

The company has constituted a Risk Management Committee with the following directors:

Sl. No	Name of the Members	Designation
1	D. Hem Senthil Raj	Chairman
2	T. Anil Jain	Member
3	MrDinesh Kumar Agarwal	Member

Roles & Responsibilities of Risk Management Committee:

Monitoring & Reviewing of Risk management plan:

- ❖ The Corporate Governance Policy approved by the Board, clearly lays down the roles and responsibilities of the various entities in relation to risk management covering a range of responsibilities, from the strategic to the operational. These role definitions, inter alia, provide the foundation for your Company's Risk Management Policy and Framework that is endorsed by the Board and is aimed at ensuring formulation of appropriate risk management procedures, their effective implementation across your Company and independent monitoring and reporting by Internal Audit.
- ❖ The Corporate Risk Management Cell, through focused interactions with businesses, facilitates the identification and prioritization of strategic and operational risks, development of appropriate mitigation strategies and conducts periodic reviews of the progress on the management of identified risks.
- ❖ A combination of centrally issued policies and divisionally-evolved procedures brings robustness to the process of ensuring that business risks are effectively addressed.
- ❖ Appropriate structures are in place to proactively monitor and manage the inherent risks in businesses with unique / relatively high risk profiles.
- ❖ A strong and independent Internal Audit function at the corporate level carries out risk focused audits across all businesses, enabling identification of areas where risk management processes may need to be strengthened. The Audit Committee of the Board reviews Internal Audit findings, and provides strategic guidance on internal controls. The Audit Compliance Review Committee closely monitors the internal control environment within your Company including implementation of the action plans emerging out of internal audit findings.

10. Whistle Blower Policy

The company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel have been denied access to the Audit Committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any

personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee at e-mail id admin@refex.co.in. The key directions/actions will be informed to the Managing Director of the Company.

11. Disclosures

Related Party Transaction:

There have been no materially significant related party transactions with the company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the company at large. The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

The Company has also formulated a policy for determining the Material RPT and the details of such policies for dealing with RPT and the Related Party Transactions are disseminated in the website of the Company (www.refex.co.in/Investors - information /related- party-transaction-policy/)

12. Accounting Treatment:

There is no change in accounting treatment from that of the Accounting Standards as followed in the previous year.

13. Compliances:

The company has fully complied with the statutory requirements under the Companies Act 2013 and SEBI (LODR) 2015

14. Means of Communication

- a. The Unaudited Quarterly Results of the company are published in leading newspapers such as News Today and MalaiSudar. These are not sent individually to the shareholders.
- b. The company's website address is: www.refex.co.in. The website contains basic information about the company and such other details as required under the listing agreement and relevant SEBI regulations SEBI (LODR) Regulations, 2015. The company ensures periodical updation of its website. The company has a designated email-id admin@refex.co.in to enable the shareholders to register their grievances.
- c. Pursuant to the relevant regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all data related to quarterly financial results, shareholding pattern, etc., are filed with stock exchanges within the time frame prescribed in this regard.
- d. No presentations have been made to institutional investors or to analysts.



15. Code of Conduct for the Board of Directors and the Senior Management

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A copy of the said code of conduct is available on the website www.refex.co.in/investors-information/code-of-conduct/. As provided under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2016-2017.

16. General Shareholder Information

a) Annual General Meeting

Date and time:	Tuesday 26th September 2017 at 3.30 p.m.
Venue :	“Nahar Hall”, Deshabandhu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai – 600014
Book Closure Date :	23.09.2017 to 26.09.2017 (Both days inclusive)
Financial Year :	1 st April, 2016 to 31 st March 2017

b) Financial Calendar 2017-2018(tentative)

1 st Quarter ending June 30, 2017	On or before 15 th August 2017
2 nd Quarter ending September 30, 2017	On or before 15 th November 2017
3 rd Quarter ending December 31, 2017	On or before 15 th February 2018
4 th Quarter ending March 31, 2018	On or before 29 th May 2018

c) Particulars of Dividend for the year ended 31.03.2016

Date of declaration Rate of dividend Book Closure Date Date of payment of dividend Amount of dividend paid on share capital	The Board has not recommended any Dividend for the Financial Year ended 31 st March, 2017
---	--

d) Listing of Shares

Name and Address of the Stock Exchange	Stock Code
Bombay Stock Exchange Limited, Mumbai (BSE) Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	532884
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bhandra – Kurla Complex, Bandra (East), Mumbai – 400 051	REFEX

ISIN allotted by Depositories	INE056I01017
-------------------------------	--------------

(Note: Annual Listing fees for the year 2017-18 were duly paid to the above stock exchanges)

e) Stock Market Data

Month	The Bombay Stock Exchange Limited			National Stock Exchange of India Limited		
	Month's High Price (In. Rs.)	Month's Low Price (In. Rs.)	Total volume of shares transacted	Month's High Price (In. Rs.)	Month's Low Price (In. Rs.)	Total volume of shares transacted
Apr 2016	8.89	7.22	28,003	8.70	6.30	78,858
May 2016	8.80	6.73	1,59,951	8.75	6.70	1,57,704
Jun 2016	13.88	10.05	10,16,452	13.50	10.10	12,00,266
Jul 2016	25.29	11.92	27,71,082	25.25	11.50	54,08,171
Aug 2016	15.50	12.05	7,71,860	15.85	12.05	16,51,054
Sep 2016	13.82	11.73	2,03,071	14.20	11.70	4,63,957
Oct 2016	18.53	13.45	4,50,705	18.80	13.50	11,43,632
Nov 2016	17.84	12.32	2,23,802	18.15	12.70	8,24,985
Dec 2016	17.50	14.30	2,46,515	17.45	13.55	6,78,534
Jan 2017	18.50	15.45	2,69,114	18.35	15.15	5,29,805
Feb 2017	18.25	14.05	2,49,559	18.00	14.05	6,13,498
Mar 2017	26.39	13.40	20,21,177	26.40	13.75	60,66,640



f) Shareholding Pattern as on 31st March 2017

Particulars	Number of Share holders	Shares held in Physical form	Shares held in dematerialised form	Total Number of shares held
Promoter and Promoter Group				
1. Bodies Corporate	1	-	2083411	2083411
2. Directors & their relatives	6	-	2916949	2916949
Public Shareholding				
I. Institutions				
1. Mutual Funds/UTI	-	-	-	-
2. Financial Institutions/Banks	-	-	-	-
3. Insurance Companies	-	-	-	-
4. Foreign Institutional Investors	-	-	-	-
5. Foreign Nationals	1	1200	-	1200
II. Non Institutions				
1. Bodies Corporate	231	-	2091600	2091600
2. Individuals	7511	-	8276568	8276568
3. NRI	61	-	105448	105448
Total	7811	1200	15473976	15475176

g) Distribution of Shareholding as on 31st March 2017

Number of Equity Shares held	Number of Share holders	%	Number of Shares	%
1-100	2997	38.3493	157448	1.0174
101-500	2597	33.2309	765763	4.9483
501-1000	914	11.6954	791593	5.1152
1001-2000	521	6.6666	842571	5.4446
2001-3000	202	2.5847	531766	3.4362
3001-4000	100	1.2795	362110	2.3399
4001-5000	121	1.5483	582261	3.7625
5001-10000	195	2.4952	1446778	9.3490
10001 and above	168	2.1497	9994886	64.5865
Total	7814	100.0000	15475176	100.00

h) Registrar and Share Transfer Agents

CAMEO Corporate Services Limited, having its registered office at Subramanian building No. 1, Club House Road, Chennai – 600 002 are the Registrars for the demat segment and also the share transfer agents of the Company, to whom communications regarding share transfer and dematerialization requests must be addressed. All matters connected with share transfer, transmission, dividend payment is handled by the share transfer agent. Share transfers are processed within 15 days of lodgement. A practising Company Secretary certifies on a quarterly basis the timely dematerialization of shares of the company.

i) Information in respect of unclaimed dividends due to remittance into Investor Education and Protection Fund (IEPF) is given below:

Under the Provisions of the Companies Act, 2013 dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transacted to the Investor Education and Protection Fund (IEPF) administered by the Central Government. The Unclaimed dividend as on March 31,2017 as Follows

Financial Year	Unpaid/ Unclaimed dividend as on 31.03.2017(in Rs.)	Date of declaration	Date of transfer to IEPF
2008-09	1,08,318	06/11/2009	Transfer will be effective as soon as Bank released the DD

j) Request to Investors

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the company.

- Shareholders are requested to convert their physical holding to demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.
- Shareholders holding shares in physical form should communicate the change of address, if any, directly to the Registrars and Share Transfer Agent of the company.
- It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode.
- Shareholders holding shares in physical form, who have not availed nomination facility and would like to do so, are requested to avail the same, by submitting the nomination in Form SH 13. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs.



- As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.

k) Reconciliation of Share Capital Audit

A quarterly audit is being conducted by a Practising Company Secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the report on Reconciliation of Share Capital Audit are submitted to the stock exchanges within the prescribed time limit. As on 31st March 2017 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. 15473789 equity shares representing 99.99 % of the paid up equity capital have been dematerialized as on 31st March 2017.

l) Information to Shareholders

A brief resume of the director to be reappointed together with the nature of his experience and details of the other directorships held by him is annexed to the Notice convening the Annual General Meeting.

m) Plant Locations

- Refrigerant Gases:
No.1/171, Old Mahabalipuram Road, Thiruporur,
Kancheepuram district, Tamil Nadu-603110
- Solar Energy Division:
Balotra, Barmer District, Rajasthan - 344022

n) Address for Correspondence

Refex Industries Limited

No 67, Bazullah Road,
T. Nagar, Chennai – 600 017

DECLARATION PURSUANT TO REGULATION 34(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF BUSINESS CONDUCT AND ETHICS.

To

The Members of

Reflex Industries Limited,

Reflex is committed to conducting its business in accordance with the applicable laws, rules and regulations with highest standards of Business Ethics. The Company has adopted a Code of Ethics and Business Conduct which is applicable to all directors and senior management personnel. Accordingly, in terms of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby certify that both the Members of the Board and the Senior Management Personnel have affirmed compliance as on 31st March, 2017 with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board of Directors.

T Anil Jain
Managing Director

D. Hem Senthil Raj
Director

S. Gopalakrishnan
Company Secretary

Place: Chennai

Date : 24.05.2017



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Refex Industries Limited
Chennai

We have examined the compliance of conditions of Corporate Governance by Refex Industries Limited ('the Company') for the year ended 31 March 2017, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2017.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on use:

This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

Place : Chennai
Date : 24.05.2017

For Bhandari & Keswani
Chartered Accountants
FRN.000433S

P Bhandari
Partner
Membership No.17411

**CERTIFICATION BY MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO)
TO THE BOARD**

We, T. Anil Jain, Managing Director and U. Lalitha, Chief Financial Officer of Reflex Industries Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control for financial reporting and we have evaluated the effectiveness of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. We indicate to the auditors and to the Audit Committee:
 - a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

Place : Chennai
Date: 24.05.2017

Anil Jain
Managing Director

U. Lalitha
Chief Financial Officer



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

Your company was incorporated on 13th September 2002 and is an ISO 9001:2015 and ISO 14001:2015 Company. It is primarily engaged in the Business of refilling Non- Ozone depleting refrigerant gases popularly known as Hydro Fluoro Carbon or HFC's, which are used in Automobile Air-Conditioners, Room Air Conditioners and Refrigerating Equipment.

Since November 2011 the Company also entered business relating to Generation and Distribution of Solar Power by running a solar power plant at Balmer District, Rajasthan.

During the year the actual production of the refrigerant gases accounted for 295 MTs as against the installed capacity 900 MT. The sale of products in term of quantity recorded at 257.56 MTs The current facility is a 900 Mt Capacity refilling with Single shift.

The income earned by the company arising out of solar power generation and distribution during 2016-17 is Rs.53.98 Lakhs as Loss.

OPPORTUNITIES

The Company is engaged in the Business of Hydro Fluoro Carbon (HFCs) which is replacement of the Ozone depleting CFC which is already banned in India and HCFC that are to be banned in a phased manner from 2020 onwards as per the implementation schedule of the Montreal protocol by the developing countries. This phase had already started in 2012 in parts and a complete ban will come in by 2020. The phase out of HCFC gives immense potential to your Company to gain additional market share from domestic manufacturers. The Company's products are placed as a premium brand in the industry and command a premium over the other brands. The Co.'s refrigerant business has grown from Rs.15.69 Lakhs in 2015-16 to Rs.732.42 Lakhs in 2016-17. It resulted in the increase of market share of your Company. Your Company is now primarily focusing on after markets and retail. Also planning to reach OEMs, besides also getting Enquiries from Govt. Sectors.

The margins are better and the demand is increasing in these markets sharply.

Under changing Geo-political scenario, Indian products attract renowned interest from overseas customers, taking this into account your company is working on export of refrigerant gas.

With increasing power shortage in the country due to growing gap between demand and supply status, the opportunities relating to non-conventional energy sources, such as solar energy, is bound to increase in the years to come and the company would be in a position to convert this opportunity to its advantage.

Your Company is working with various science and technical institutions to introduce new refrigerants which have Zero Global Warming Potential (GWP) to work towards a more CO₂ free world. Your Company will have an early mover advantage to launch new refrigerants in the market. Your Company is also working on adding additional Solar Power Plants and is keenly looking for opportunities to build more Solar Power Plants.

THREATS

The Company is largely dependent on foreign countries for the supply of raw materials and hence the shortage in the availability of raw materials coupled with adverse foreign exchange will affect the cost structure and bottom line of the company. HFCs are having GWP potential and is being now phased out in developed countries. India will also have to work towards the phase put in the next 20-25 years. Year 2016-17 has seen a lot of fluctuations in Forex and hence the risk of higher cost is there. One of the primary products R134a faces Anti-Dumping duties from China and other countries, which will be a major drawback for your Company. Solar Power is driven by Government policies and also any change in Tariff or policy will affect the business plan.

The instability in global economy is also bound to affect the company in both business activities.

Due to the recent implementation of GST (Goods & Service Tax), Company's sales declined, but we are optimistic that the sales will grow in the days to come.

COMPETITIVE STRENGTH

The company is working with various institutions on developing refrigerants which have Zero GWP potential. Various research agencies and scientist have approached your company to commercialize some products. Your company is evaluating the same. The after markets for HFC is increasing with increase in sale of cars and refrigerants.

“Being setup first re-filling facility in the country a decade back among non-manufacturers, Brand **REFEX** is a prominent brand in the Refrigerant Industry and commands a premium over other brands. The end users like Mechanics and Installers have preferred Refex products over other products. Innovative packing and continuous product and service development has placed the brand in the top in the country.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Refex's stringent internal control systems and procedure is well defined and commensurate with the size and nature of the Business to provide reasonable assurance that all assets are safeguarded; transactions are authorized and reported properly. All applicable statutes, code of conduct and corporate policies are duly complied with. The internal Audit Division reviews the adequacy and efficiency of the internal controls. The scope of the audit activity is guided by the Annual Audit Committee of the Board. The Audit Committee reviews the reports of the Internal Auditors and provides guidance.

HUMAN RESOURCE DEVELOPMENT

Refex believe that human resources represent the primary assets. Team Refex works as a family and your Company is taking various steps for training of its staff and workers. Various Personality Development programmes are organized from time to nurture the Team to a more prosperous Company. The company strives to provide a few empowered, merit based and continuously learning workplace which go a long way in enriching competence and accelerating corporate growth.



FINANCIAL PERFORMANCE

An overview of the financial performance Vis a Vis the previous year is given separately in the Directors Report.

PRODUCT WISE / SEGMENT WISE PERFORMANCE

The company has two segments Viz. Refrigerant gases and Solar Power. The quantitative performance Vis a Vis the previous year is given below.

	2016-2017	2015-2016
Refrigerant gases Sales (Kgs.)	257566	5290
Solar Power (Units)	8676000	8563350
Solar Accessories (WP.)	4250000	15980000

CAUTIONARY STATEMENT

The above statement is as perceived by the Directors based on the Current scenario and the input available. Any extraneous development and force majeure conditions may have an impact on the above perception.

INDEPENDENT AUDITOR'S REPORT

To the Members of Refex Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Refex Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified u/s 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial



control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Basis for Qualified Opinion:

The Company is not providing for liability for gratuity as per actuarial valuation which is not in accordance of the Accounting Standard on Provision for Gratuity (AS-15) (Refer Note 2(i) forming part of Financial Statements) issued by The Institute of Chartered Accountants of India and the impact of which is unascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion above, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2017 and its profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the '**Annexure A**' a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable
2. As required by section 143(3) of the Act, we further report, to the extent applicable, that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, except for the effects of the matter described in the Basis for Qualified opinion paragraph, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rule issued thereunder.;

- e. on the basis of written representations received from the Directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of sub-section (2) of section 164 of the Act;
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”; and
- g. with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as mentioned in Note 25.1(i).
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. The company had an amount of Rs.43,674 being the unclaimed dividend declared in the AGM held in Nov 2009 and due for transfer to Investor Education and Protection Fund (IEPF) by the Company., but the same has not been transferred to IEPF as on 31st March 2017.
 - iv. The Company has provided requisite disclosure in its statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 29 to the standalone financial statements.

For **Bhandari & Keswani**
Chartered Accountants
FRN.000433S

Place: Chennai
Date: 26th May 2017

P.BHANDARI
Partner
M.No.17411



‘ANNEXURE A’ TO THE INDEPENDENT AUDITORS’ REPORT :

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements of the Company for the year ended 31st March 2017, we report that:

1.
 - a) The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
 - b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) The title deeds of immovable properties are held in the name of the company.
2. The inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stock and book records such were not material.
3.
 - (a) According to the information & explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained u/s.189 of the Act, except that it has granted loans of Rs. 3395.59 lakhs, the year end balance being Rs.2677.59 lakhs to two companies covered in the register maintained under section 189 of the Act. In our opinion, the grant of such loan is not prejudicial to the interest of the company.
 - (b) In our opinion and according to the information and explanations given to us, the terms of repayment of the loan and payment of interest have not been stipulated; however, they are repayable on the mutual agreement of both the parties involved. As there is no stipulation of payment of interest the question of the receipt of interest does not arise.
 - (c) As the company has not stipulated the terms and conditions for repayment of principal and interest, we are unable to comment on the overdue amount.
4. *In our opinion and according to the information and explanations given to us, the company has not complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to the loans, investments, guarantees and security made. The Company has granted a loan of Rs. 3035.72 lakhs to a company and a corporate guarantee of Rs.37.48 crores which is not in compliance with section 185 of the Act.*
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed maintenance of cost records u/s 148 (1) of the Act.

7. a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, custom duty, excise duty, VAT, cess and other statutory dues applicable to it with appropriate authorities and that there are no outstanding dues as on the last day of the financial year for a period of more than six months from the date they became payable except in the following cases:

S.No.	Particulars	Amount (In Rs.)	Details
1.	Maharashtra VAT	Rs. 66,83,874/-	Maharashtra Sales Tax Dept
2.	Income tax	Rs.26,24,382/-	Income Tax for A.Y. 2008-09

- b) According to the information and explanations given to us, the particulars of dues in respect of income tax, service tax, sales tax, customs duty, excise duty, VAT and cess, which have not been deposited on account of a dispute, are as follows:

S.No.	Particulars	Amount (In Rs.)	Details
1.	A.Y.2009-10	1,70,61,280/-	Under Appeal with the Hon'ble Income Tax Appellate Tribunal, Chennai
2.	A.Y.2011-12	5,81,45,540/-	Under Appeal with the Hon'ble Commissioner of Income Tax (Appeals), Chennai

8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.



13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Bhandari & Keswani
Chartered Accountants
FRN.000433S

Place: Chennai
Date: 26th May 2017

P.BHANDARI
Partner
M.No.17411

Annexure B to the Independent Auditor's Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Reflex Industries Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Bhandari & Keswani
Chartered Accountants
FRN.000433S**

Place: Chennai
Date: 26th May 2017

P.BHANDARI
Partner
M.No.17411

Reflex Industries Limited
Balance Sheet as at 31st March, 2017

	Particulars	Note No.	As at 31st March 2017 ₹	As at 31st March 2016 ₹
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	15,47,51,760	15,47,51,760
	(b) Reserves and surplus	4	(5,27,63,421)	(5,73,94,242)
			10,19,88,339	9,73,57,518
2	Non-current liabilities			
	(a) Long-term borrowings	5	34,95,27,017	5,50,643
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other long-term liabilities	6	1,19,39,728	1,08,318
	(d) Long-term provisions	7	31,27,101	28,57,486
			36,45,93,846	35,16,447
3	Current liabilities			
	(a) Short-term borrowings	8	-	36,76,09,953
	(b) Trade payables	9	8,46,56,247	62,70,58,509
	(c) Other current liabilities	10	4,52,50,335	7,85,37,358
	(d) Short-term provisions	11	43,41,286	43,41,286
			13,42,47,868	1,07,75,47,106
	TOTAL		60,08,30,053	1,17,84,21,071
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	Tangible assets	12	14,60,28,577	15,04,46,009
	(b) Deferred Tax Asset (Net)		62,12,343	69,13,693
	(c) Non-current investments	13	5,81,820	5,81,760
	(d) Long term Loans & Advances	14	1,91,81,374	1,72,98,441
	(e) Other Non-Current Assets	14	2,39,54,492	79,08,100
			19,59,58,606	18,31,48,003
2	Current assets			
	(a) Inventories	15	1,22,38,395	1,20,79,457
	(b) Trade receivables	16	8,98,17,975	80,25,86,671
	(c) Cash and cash equivalents	17	76,35,312	24,57,744
	(d) Short-term loans and advances	18	29,45,58,697	17,40,54,558
	(e) Other Current Assets	18	6,21,068	40,94,638
			40,48,71,447	99,52,73,069
	TOTAL		60,08,30,053	1,17,84,21,071
	See accompanying Notes forming part of the Financial Statements	25-30		

Notes 1 to 30 form part of financials

In terms of our report attached.

For **BHANDARI & KESWANI**

Chartered Accountants

FRN. 000433S

P. Bhandari

Partner

Membership No. 17411

Place : Chennai

Date : 26.05.2017

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

D. Hem Senthil Raj

Director

U.Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

R. Maheswari

Director

S. Gopalakrishnan

Company Secretary



Refex Industries Limited
Statement of Profit and Loss for the Year Ended 31st March, 2017

	Particulars	Note No.	For the year ended 31 March, 2017	For the year ended 31 March, 2016
			₹	₹
1	REVENUE			
	Revenue from operations (Gross)	19	38,13,43,408	77,97,20,907
	Less: Excise duty	19	41,61,362	1,95,888
	Revenue from operations (Net)		37,71,82,046	77,95,25,019
2	Other income	20	1,68,97,773	3,53,963
3	Total revenue (1+2)		39,40,79,819	77,98,78,982
4	EXPENSES			
	(a) Cost of Materials Consumed	21.a	4,41,28,994	7,71,046
	(b) Purchase of Traded goods	21.b	15,38,92,500	59,82,76,920
	(c) Employee Benefits Expense	22	67,19,986	17,34,248
	(d) Finance costs	23	2,52,46,503	1,32,57,871
	(e) Depreciation and Amortisation Expense	12	78,74,413	1,01,92,779
	(f) Other expenses	24	15,08,85,252	15,24,24,055
	Total expenses		38,87,47,647	77,66,56,918
5	Profit / (Loss) before exceptional items and tax (3 - 4)		53,32,171	32,22,064
6	Exceptional items	27	-	77,399
7	Profit / (Loss) before tax (3 ± 4)		53,32,171	31,44,665
8	Tax expense:			
	(a) Current tax expense for current year		-	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Net current tax expense		-	-
	(d) Deferred tax (Asset)		(7,01,350)	(5,00,45,796)
	Total		(7,01,350)	(5,00,45,796)
9	Profit / (Loss) for the year (5 ± 6)		46,30,821	5,31,90,461
10	Earnings per share (of Rs.10/- each):			
	Basic and Diluted	26.3	0.30	3.44
	Weighted Average number of Equity Shares (F.V of Rs.10/- each)		1,54,75,176	1,54,75,176
	See accompanying notes forming part of the Financial Statements			

Notes 1 to 30 form part of financials
In terms of our report attached.
For **BHANDARI & KESWANI**
Chartered Accountants
FRN. 000433S

P. Bhandari
Partner
Membership No. 17411

Place : Chennai
Date : 26.05.2017

For and on behalf of the Board of Directors

T. Anil Jain
Managing Director

D. Hem Senthil Raj
Director

U.Lalitha
Chief Financial Officer

Dinesh Kumar Agarwal
Director

R. Maheswari
Director

S. Gopalakrishnan
Company Secretary

REFEX INDUSTRIES LIMITED

Notes forming part of the Financial Statements

1	Corporate Information
	Refex Industries Limited (formerly Refex Refrigerants Ltd referred as “RRL”) or the Company is engaged in the business of refilling of eco friendly Refrigerant Gases. The Company’s portfolio consists of trading and re filling of Refrigerant Gases. The Company is also into Sale of Electrical Energy based on generation of power and Sale of Solar Accessories. The Company’s registered office is in Chennai, Tamilnadu, India and its Factory is situated in Thirupurur, Kanchipuram District, TamilNadu.
2	Significant Accounting Policies
a	Basis of Accounting and Preparation of Financial Statements The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
b	Use of Estimates The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
c	Inventories Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.
d	Depreciation and Amortisation Depreciation has been provided on the Straight Line Method as per the rates prescribed in Schedule II to the Companies Act, 2013.



e	Revenue Recognition <u>i) Sale of goods</u> Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales are stated including Excise Duty but excluding sales tax and value added tax. <u>ii) Sale of Electrical Energy</u> Sale of electrical energy is recognised on acceptance by Electricity Board of units generated.
f	Other Income Interest income is accounted on accrual basis.
g	Fixed Assets Fixed Assets are stated at Cost, less accumulated depreciation/amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.
h	Investments Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.
i	Employee Benefits Employee benefits include provident fund, gratuity fund and compensated absences. <u>Defined Contribution Plans</u> The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made. <u>Defined Benefit Plans</u> For defined benefit plans in the form of gratuity fund, the cost of providing benefits is not ascertainable as the Company is yet to evolve a scheme for the same. <u>Short-term Employee Benefits</u> The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under : (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and (b) in case of non-accumulating compensated absences, when the absences occur.

	<u>Long-term Employee Benefits</u> The Company does not have a Scheme for Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service.
j	Borrowing Costs Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.
k	Earnings per share Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share, if any, is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.
l	Taxes on Income Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the



	tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.
m	Impairment of Assets The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.
n	Provisions and Contingencies A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.
o	Foreign Currency Transactions Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate.

REFEX INDUSTRIES LIMITED

Notes forming part of the Financial Statements

Note 3 - Share Capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹
(a) AUTHORISED				
Equity shares of Rs.10/- each with voting rights	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
Cumulative Redeemable preference shares of Rs.100/- each	5,00,000	5,00,00,000	5,00,000	5,00,00,000
(b) ISSUED				
Equity shares of Rs.10/- each with voting rights	1,54,75,176	15,47,51,760	1,54,75,176	15,47,51,760
(c) SUBSCRIBED AND FULLY PAID UP				
Equity shares of Rs.10/- each with voting rights	1,54,75,176	15,47,51,760	1,54,75,176	15,47,51,760
Total	1,54,75,176	15,47,51,760	1,54,75,176	15,47,51,760

Refer Notes (i) to (iii) below

(i) Reconciliation of number of Shares

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹
Equity Shares				
Opening Balance	1,54,75,176	15,47,51,760	1,54,75,176	15,47,51,760
Changes during the year	-	-	-	-
Closing Balance	1,54,75,176	15,47,51,760	1,54,75,176	15,47,51,760

(ii) Rights, preferences and restrictions attached to Shares

The Company has one class of Equity Shares having a face value of Rs.10/- each. Each Shareholder is eligible for one vote per Share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Sherisha Technologies Private Limited	20,83,411	13.46%	20,83,411	13.46%
T.Anil Jain	19,57,796	12.65%	19,57,796	12.65%



Note 4 - Reserves and Surplus

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Securities Premium Account		
Opening Balance	23,24,11,967	23,24,11,967
Add: Additions during the year	-	-
Closing Balance	23,24,11,967	23,24,11,967
(b) General Reserve		
Opening balance	4,22,10,000	4,22,10,000
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing balance	4,22,10,000	4,22,10,000
(c) Deficit in Statement of Profit and Loss		
Opening balance	(33,20,16,209)	(38,52,06,670)
Add: Profit / (Loss) for the year	46,30,821	5,31,90,461
Closing balance	(32,73,85,388)	(33,20,16,209)
Total	(5,27,63,421)	(5,73,94,242)

Note 5 - Long-Term Borrowings

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Term Loans		
From Others	-	-
Secured	-	550,643
Inter Corporate Deposits		
Secured	59,70,082	-
Unsecured	34,34,00,000	-
Others	1,56,935	-
Total	34,95,27,017	5,50,643
Total	34,95,27,017	5,50,643

Note 6 - Other Long Term Liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) UnClaimed Dividend	1,08,318	1,08,318
(b) Interest on InterCorporate Deposits	1,18,31,410	-
Total	1,19,39,728	1,08,318

Note 7 - Long- Term Provisions

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Provision for employee benefits:	31,27,101	28,57,486
Total	31,27,101	28,57,486

Note 8 - Short-Term Borrowings

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Loans and advances from related parties (Refer Note 26.1.b)		
Unsecured	-	1,96,39,871
Sub Total	-	1,96,39,871
(b) Inter Corporate Deposits		
Secured	-	59,70,082
Unsecured	-	34,20,00,000
Sub Total	-	34,79,70,082
Total	-	36,76,09,953

Notes:

(i) Details of short-term borrowings guaranteed by some of the directors or others:

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Loans repayable on demand from banks	-	-
Inter Corporate Deposits	-	34,79,70,082



Note 9 - Trade payables

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Trade payables:		
Acceptances	7,17,72,565	61,41,74,826
Other than Acceptances	1,28,83,682	1,28,83,682
Total	8,46,56,247	62,70,58,509

Note 10 - Other Current Liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Current maturities of long-term debt	-	-
(b) Other payables		
(i) Statutory remittances	1,68,35,557	-
(ii) Interest payable on ICD	2,27,12,945	1,18,31,410
(iii) Contractually reimbursable expenses	7,46,374	9,02,489
(iv) Advances from customers	27,45,000	6,36,20,000
(v) Others	22,10,459	21,83,459
Total	4,52,50,335	7,85,37,358

Note 11 - Short-term provisions

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Provision for Taxation	43,41,286	43,41,286
Total	43,41,286	43,41,286

Note 12 - Fixed assets for the year ended 2017

Tangible assets	Gross Block				Accumulated Depreciation and Impairment					Net Block	
	Balance as at 1 April, 2016	Additions	Disposals	Balance as at 31 March, 2017	Balance as at 1 April, 2016	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March, 2017	Balance as at 31 March, 2017	Balance as at 31 March, 2016	Balance as at 31 March, 2016
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Land Own use	9,00,52,038	-	-	9,00,52,038	-	-	-	-	9,00,52,038	9,00,52,038	9,00,52,038
(b) Building Owned	2,83,78,750	-	-	2,83,78,750	67,24,310	12,60,338	-	79,84,648	2,03,94,102	2,16,54,440	2,16,54,440
(c) Electrical Installation Owned	1,89,73,165	-	-	1,89,73,165	80,62,498	17,47,703	-	98,10,201	91,62,964	1,09,10,667	1,09,10,667
(d) Furniture & Fittings Owned	98,61,219	-	-	98,61,219	59,62,388	9,66,746	-	69,29,134	29,32,085	38,98,831	38,98,831
(e) Office equipment Owned	32,79,727	50,320	-	33,30,047	19,15,151	2,12,166	-	21,27,317	12,02,730	13,64,576	13,64,576
(f) Plant & Machinery - Cylinders Owned	8,78,26,081	5,92,615	-	8,84,18,696	7,31,05,782	27,34,972	-	7,58,40,754	1,25,77,942	1,47,20,299	1,47,20,299
(g) Plant & Machinery - Others Owned	2,99,25,932	2,47,699	-	3,01,73,631	2,56,92,455	2,31,533	-	2,59,23,988	42,49,643	42,33,477	42,33,477
(h) Vehicles-Commercial Owned	97,474	-	-	97,474	30,474	-	-	30,474	67,000	67,000	67,000
(i) Vehicles - Non Commercial Owned	73,81,838	25,79,117	92,973	98,67,982	38,37,156	7,20,955	80,203	44,77,908	53,90,074	35,44,682	35,44,682
Total	27,57,76,224	34,69,751	92,973	27,91,53,002	12,53,30,215	78,74,413	80,203	13,31,24,425	14,60,28,577	15,04,46,009	15,04,46,009
Previous year	27,41,17,606	24,59,414	800,796	27,57,76,224	11,56,90,833	1,01,92,779	5,53,397	12,53,30,215	15,04,46,009	15,84,26,773	15,84,26,773



Note 13 - Non-Current Investments

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Quantity Nos.	Unquoted Rs.	Quantity Nos.	Unquoted Rs.
(Investments (At cost):				
A. Non Trade-Unquoted				
(a) Investment in Equity Shares - Refex Hydro Power Pvt Ltd of Rs.10/- each.	4,341	43,410	4,341	43,410
(b) Investment in Equity Shares - Refex Wind Power Pvt Ltd of Rs.10/- each.	3,841	38,410	3,841	38,410
(c) Investment in Equity Shares - * Vituza Solar Energy Ltd of Rs.10/- each.	50,000	5,00,000	49,994	4,99,940
Total - Non Trade	58,182	5,81,820	58,176	5,81,760

* Note: Vituza Solar Energy Limited became wholly owned subsidiary of the Company w.e.f 30.04.2016.

Note 14 - Long-term Loans and Advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Security Deposits		
Unsecured, considered good	1,74,45,492	1,72,98,441
(i) TDS Receivable	17,13,748	-
(ii) TCS Receivable	22,134	-
Doubtful	-	-
Total	1,91,81,374	1,72,98,441

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Other Non-Current Assets		
Unsecured, considered good	77,42,238	79,08,100
(i) CENVAT credit receivable	1,35,30,937	-
(ii) VAT credit receivable	24,48,056	-
(iii) Service Tax credit receivable	2,33,261	-
Total	2,39,54,492	79,08,100

Note 15 - Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Raw Materials	1,22,38,395	1,20,79,457
Total	1,22,38,395	1,20,79,457

Note: Details of inventory of Raw Materials

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Refrigerant Gases	1,22,38,395	1,20,79,457

Note 16 - Trade Receivables - Unsecured, considered good

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	7,18,66,047	14,00,49,465
Trade receivables less than six months	1,79,51,928	66,25,37,206
Total	8,98,17,975	80,25,86,671

Note 17 - Cash and Cash Equivalents

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Cash on hand	8,89,204	13,45,890
(b) Balances with banks		
(i) In current accounts	67,36,108	11,01,854
(ii) In deposit accounts	10,000	10,000
Total	76,35,312	24,57,744



Note 18 - Short-term Loans and Advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Loans and advances to related parties (Refer Note 26.1b)		
Secured, considered good	-	-
Unsecured, considered good	26,77,58,935	17,40,54,558
Doubtful	-	-
Sub Total	26,77,58,935	17,40,54,558
(b) Loans and advances to employees		
Secured, considered good	1,66,500	-
Sub Total	1,66,500	-
(C) Balances with Government Authorities Unsecured, considered good		
	-	37,19,863
Sub Total	-	37,19,863
(d) Others - Advances for Purchase of Goods and Services		
Unsecured, considered good	1,16,40,502	3,74,775
Prepaid Expenses	6,21,068	-
Interest Receivable	1,49,92,760	-
Sub Total	2,72,54,331	3,74,775
Total	29,51,79,765	40,94,638

Note 19 - Revenue from operations

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Sale of Products	38,13,43,408	77,97,20,907
	38,13,43,408	77,97,20,907
Less:		
Excise duty	41,61,362	1,95,888
Total	37,71,82,046	77,95,25,019

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Sale of products comprises :		
Refrigerant Gases	7,32,15,220	15,69,096
Electrical Energy	12,97,06,201	12,80,22,083
Total - Sale of Manufactured Goods	20,29,21,421	12,95,91,179
Traded Goods:		
Refrigerant Gases	-	-
Solar Accessories	17,42,60,625	64,99,33,840
Total - Sale of Traded Goods	17,42,60,625	64,99,33,840
Total - Sale of Products	37,71,82,046	77,95,25,019

Note 20 - Other Income

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Interest income (Refer Note (i) below)	1,66,59,664	1,50,274
Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	2,38,109	2,03,689
Total	1,68,97,773	3,53,963

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
(i) Interest income comprises:		
Interest from banks on:		
Deposits	1,041	1,50,274
Interest from Inter-Company Deposits on:	1,66,58,623	-
Total - Interest income	1,66,59,664	1,50,274

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
(ii) Other non-operating income comprises:		
Miscellaneous income	2,38,109	2,03,689
Total - Other non-operating income	2,38,109	2,03,689



Note 21.a - Cost of Materials Consumed

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Opening stock	1,20,79,457	61,96,221
Add: Purchases (Net of Returns/Debit/Credit Notes)	4,42,87,932	66,54,282
	5,63,67,389	1,28,50,503
Less: Closing stock	1,22,38,395	1,20,79,457
Cost of material consumed	4,41,28,994	7,71,046
Material consumed comprises:		
Refrigerant Gases	4,42,87,932	7,71,046
Total	4,42,87,932	7,71,046

Note 21.b Purchase of Traded Goods

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Refrigerant Gases	-	-
Solar Accessories	15,38,92,500	59,82,76,920
Total	15,38,92,500	59,82,76,920

Note 22 - Employee Benefit Expenses

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Salaries and wages	46,94,459	15,52,667
Contributions towards Gratuity Provisions	2,69,615	-
Salary to Managing Director	12,00,000	-
Staff welfare expenses	5,55,912	1,81,581
Total	67,19,986	17,34,248

Note 23 - Finance Costs

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
(a) Interest expense on:		
(i) Borrowings	9,898	40,527
(ii) Others	2,52,36,605	1,31,65,551
(b) Other borrowing costs	-	51,793
Total	2,52,46,503	1,32,57,871

Note 24 - Other Expenses

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Advertisement	1,52,910	2,05,492
Audit fees	5,37,500	1,09,000
Annual General Meeting Expenses	10,436	9,556
AMC Charges	40,653	33,737
Bank Charges & Commission	3,44,225	1,02,460
Books & Periodicals	11,375	37,220
Business promotion & Marketing Expenses	6,77,570	18,66,442
Communication	6,43,317	5,13,267
Customs duty and Excise duty	64,69,640	25,71,548
Consumption of stores and spare parts	1,11,844	1,750
Clearing & Forwarding Charges	8,19,012	1,37,006
Contribution to Corporate Social Responsibility	4,33,090	33,015
Club Membership Fees	6,000	1,71,750
Donation	-	7,36,635
Entertainment Expenses	54,484	1,12,840
Insurance	4,31,363	2,46,872
Legal and professional	6,29,078	7,46,346
Office Maintenance	8,12,182	7,56,279
Pooja Expense	16,524	24,546
Postage & Courier	1,77,103	53,635
Power and fuel	8,30,837	6,73,000
Printing and stationery	4,00,215	1,44,696
Rates and taxes	13,74,898	6,44,000
Rent including lease rentals (Refer Note 26.2.b)	12,75,33,854	13,93,01,442
Factory expenses	58,371	32,879
Repairs and maintenance - Vehicle	4,48,879	2,91,936
Repairs and maintenance - Machinery	1,51,409	6,145
Repairs and maintenance - Others	2,82,149	1,00,693
Subscription	48,838	87,028
Security Charges	2,90,362	3,21,607
Food and Accommodation Expenses	2,38,960	1,32,655
Installation and Testing Charges	5,975	-
Foreign Exchange Flucuation - Loss	49,489	-
Transportation, Handling and Carriage expenses	15,94,068	1,57,756
Travelling and conveyance	50,33,423	20,04,731
General Expenses	90,950	19,092
Director Sitting Fees	66,000	37,000
Loss on Sale of Fixed Assets	8,270	-
Total	15,08,85,252	15,24,24,055



Note 25 - Additional information to the Financial Statements

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
25.1	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Disputed demand of Income tax & Sales Tax	7,52,06,820	7,52,06,820
	(b) Corporate Guarantee to Group Co.	37,48,00,000	5,00,00,000
	(c) Litigations	3,22,91,825	3,22,91,825
25.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	8,46,56,247	62,70,58,509
	Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
25.3	Value of imports calculated on CIF basis		
	Refrigerant Gases	3,92,99,370	71,54,602
25.4	Expenditure in foreign currency		
	Expenditure related to overseas Travel	-	6,68,692
25.5	Earnings in foreign exchange		
	Export of goods calculated on FOB basis	-	-
25.6	Amounts remitted in foreign currency during the year on account of dividend	-	-

Note 26 - Disclosures Under Accounting Standards

26.1 Related Party Transactions

26.1.a Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mr.T.Anil Jain, Managing Director
Wholly Owned Subsidiary	Vituza Solar Energy Limited
Entities in which KMP / Relatives of KMP can exercise significant influence	Refex Wind Power Private Limited Refex Hydro Power Private Limited Refex Solar Power Private Limited Sherisha Technologies Private Limited Refex Energy Limited

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2017 and balances outstanding as at 31 March, 2017

26.1.b	Particulars	Associates	KMP	Relatives of KMP-	Entities in which KMP / relatives of KMP have significant influence	Previous Year
	Outstanding at the End of the Year					
	<i>Non-Current Investments</i>					
	- Reflex Hydro Power Pvt Ltd	-	-	-	43,410	43,410
	- Reflex Wind Power Pvt Ltd	-	-	-	38,410	38,410
	- Vituza Solar Energy Ltd	-	-	-	5,00,000	4,99,940
	Short-term Loans & Advances					
	- Sherisha Tech. Pvt Ltd	-	-	-	25,42,60,827	17,40,54,557
	- Reflex Solar Power Pvt Ltd	-	-	-	1,34,98,108	1,96,39,871
	Salary to Managing Director	-	12,00,000	-	-	-

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
26.2	Details of leasing arrangements		
26.2.a	The Company has entered into operating lease arrangements for its Corporate Office in Chennai and other branches. The leases are non-cancellable and are for a period of 3 years and may be renewed for a further period of 3 years based on mutual agreement of the parties.		
	Future minimum lease payments		
	not later than one year	4,90,000	8,46,000
	later than one year and not later than five years	-	4,90,000
	later than five years	-	-
		4,90,000	13,36,000
26.2.b	Leasing of Solar Energy Equipment and Operating Lease Agreement		
	Future minimum lease payments		
	not later than one year	10,99,49,776	11,05,00,192
	later than one year and not later than five years	36,75,88,596	49,50,57,028
	later than five years	-	-
	Lease payments recognised in the Statement of Profit and Loss	12,75,33,854	13,93,01,442



Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
26.3	Net profit / (loss) for the year	46,30,821	5,31,90,461
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders	46,30,821	5,31,90,461
	Weighted average number of equity shares	1,54,75,176	1,54,75,176
	Par value per share (Rs.)	10	10
	Earnings per share - Basic	0.30	3.44

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
27	Loss on Sale of Fixed Assets	-	77,399
	Total	-	77,399

Segment Wise Revenue, Results and Capital Employed

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
28	1. Segment Revenue (Net Sales/Income)		
	a. Solar Power (including Trading of Solar Accessories)	30,39,66,826	77,79,55,923
	b. Refrigerant Gases	7,31,88,670	15,69,096
	Total	37,71,55,496	77,95,25,019
	2. Segment Results (Profit/Loss before interest and tax)		
	a. Solar Power (including Trading of Solar Accessories)	2,57,65,669	4,36,23,616
	b. Refrigerant Gas	(1,20,84,768)	(2,75,75,043)
	Total	1,36,80,901	1,60,48,573
	Less: Finance Cost	2,52,46,503	1,32,57,871
	Add : Other Income	1,68,97,773	3,53,963
	Profit / (Loss) before Tax	53,32,171	31,44,665
	3. Capital Employed (Segment Assets Less Segment Liabilities)		
	a. Solar Power (including Trading of Solar Accessories)	-	-
	b. Refrigerant Gas	50,80,08,681	35,25,87,702
	Total	50,80,08,681	35,25,87,702

Note 29	Disclosure on Specified Bank Notes			
	Particulars	SBN's	Other Denomination Notes	Total
	Closing Cash in hand as on November 8, 2016	1,95,00,000	7,77,079	2,02,77,079
	Add: Permitted Receipts		1,61,000	1,61,000
	Less: Permitted Payments	-	2,61,614	2,61,614
	Less: Amount deposited in Banks	1,95,00,000	-	1,95,00,000
	Closing in hand as on December 30, 2016	-	6,76,465	6,76,465
Note 30	Previous Year figures have been regrouped/reclassified wherever necessary to conform to the current year's presentation.			

Signature to Notes 1 to 30

As per our Audit Report of even date

For and on behalf of the Board of Directors

For **BHANDARI & KESWANI**

Chartered Accountants

FRN. 000433S

P. Bhandari

Partner

Membership No. 17411

T. Anil Jain

Managing Director

Dinesh Kumar Agarwal

Director

D. Hem Senthil Raj

Director

R. Maheswari

Director

Place : Chennai

Date : 26.05.2017

U. Lalitha

Chief Financial Officer

S. Gopalakrishnan

Company Secretary



Cash Flow Statement for the year ended 31st March, 2017

(Figures for the previous year have been rearranged to confirm with the revised presentation)

	For the year ended 31st March, 2017 ₹		For the year ended 31st March, 2016 ₹	
A. NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS		53,32,171		31,44,665
ADJUSTMENTS FOR :				
Depreciation	78,74,413		1,01,92,779	
Finance costs	2,52,46,503		1,32,57,871	
Interest Income	(1,66,59,664)		(1,50,274)	
Fixed Assets - (Profit)/Loss on Sale	8,270		77,399	
Total		1,64,69,522		2,33,77,775
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		2,18,01,693		2,65,22,440
ADJUSTMENTS FOR :				
Trade and Other Receivables		59,57,38,127		(46,00,31,605)
Inventories		(1,58,938)		(58,83,236)
Trade Payables and other Current Liabilities		(57,56,89,285)		19,36,19,422
CASH GENERATED FROM OPERATIONS		4,16,91,597		(24,57,72,979)
Short Term Provisions Net		-		-
Cash Flow before Exceptional items		4,16,91,597		(24,57,72,979)
NET CASH FROM OPERATING ACTIVITIES		4,16,91,597		(24,57,72,979)
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	(34,69,751)		(22,89,413)	
Purchase of Current Investments	(60)		-	
Sale of Fixed Assets	4,500		-	
Interest Received	1,66,59,664		1,50,274	
Loans and Advances	(18,82,933)		(95,00,292)	
Other Non Current Assets	(1,60,46,392)		(79,08,100)	
Loans & Advances				
Total		(47,34,972)		(1,95,47,531)
NET CASH USED IN INVESTING ACTIVITIES		3,69,56,625		(26,53,20,510)
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Repayments of Long Term Borrowings	(36,76,09,953)		27,70,10,059	
Increase of Long Term Borrowings	36,08,07,784		(22,21,084)	
Interest Paid	(2,52,46,503)		(1,32,57,870)	
Increase of Long Term Provisions	2,69,615			
NET CASH FLOW USED IN FINANCING ACTIVITIES		(3,17,79,057)		26,15,31,105
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		51,77,568		(37,89,405)
OPENING CASH AND CASH EQUIVALENTS		24,57,744		62,47,149
CLOSING CASH AND CASH EQUIVALENTS		76,35,312		24,57,744
CASH AND CASH EQUIVALENTS COMPRISE :				
Cash and Bank Balances	76,35,312		24,57,744	
Unrealised Loss / (Gain) on Foreign Currency Cash and Cash Equivalents	-		-	
		76,35,312		24,57,744

As per our Audit Report of even date
For **BHANDARI & KESWANI**
Chartered Accountants
FRN. 000433S

P. Bhandari
Partner
Membership No. 17411
Place : Chennai
Date : 26.05.2017

For and on behalf of the Board of Directors

T. Anil Jain
Managing Director

Dinesh Kumar Agarwal
Director

S.Gopalakrishnan
Company Secretary

D. Hem Senthil Raj
Director

R.Maheswari
Director

U.Lalitha
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT
To the Members of Refex Industries Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Refex Industries Limited (hereinafter referred to as "the Holding Company"), its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified u/s 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment,



including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the Consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph of the other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

Basis for Qualified Opinion:

The Holding Company is not providing for liability for gratuity as per actuarial valuation which is not in accordance of the Accounting Standard on Provision for Gratuity (AS-15) (Refer Note 2(i) in notes forming part of Financial Statements) issued by The Institute of Chartered Accountants of India and the impact of which is unascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion above, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) in the case of Balance Sheet, of the state of affairs of the Group as at March 31, 2017;
- (b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated financial statements.
 - b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
 - c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the

books of account maintained for the purpose of preparation of the Consolidated financial statements.

- d. In our opinion, except for the effects of the matter described in the Basis for Qualified opinion paragraph, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rule issued thereunder.;
- e. On the basis of written representations received from the Directors of the Holding Company as on 31st March 2017 taken on record by the Board of Directors of the Holding Company and the report of the Statutory Auditors of its subsidiary company incorporated in India, none of the directors of the Holding Company and its subsidiary company incorporated in India, are disqualified as on 31st March 2017 from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in **“Annexure A”**.
- g. with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Holding Company has disclosed the impact of pending litigations as at March 31,2017 on its Consolidated financial position in its Consolidated financial statements as mentioned in Note 25.1(i).
 - ii. The Holding Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. The Holding Company had an amount of Rs.43,674 being the unclaimed dividend declared in the AGM held in Nov.2009 and due for transfer to Investor Education and Protection Fund (IEPF) by the holding Company, but the same has not been transferred to IEPF as on 31st March 2017.
 - iv. The Holding Company has provided requisite disclosure in its statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 29 to the Consolidated financial statements.

Other Matter

We did not audit the financial statements of one subsidiary company, whose financial statements reflect total assets of Rs. 1.72 Lakhs as at 31st March, 2017, total revenue of NIL and net cash flows amounting to Rs. 0.15 lakhs for the year ended on that date, as considered in the consolidated



financial statements. The financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

For Bhandari & Keswani
Chartered Accountants
FRN.000433S

Place: Chennai
Date: 26th May 2017

P.BHANDARI
Partner
M.No.17411

**“Annexure A” to the Independent Auditors’ Report of even date on the Consolidated
Financial Statements of Reflex Industries Limited
Report on the Internal Financial Controls under Claus (i) of Sub-Section 3 of Section 143 of
the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Reflex Industries Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the Consolidated financial statements of the Holding Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary Company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Bhandari & Keswani
Chartered Accountants
FRN.000433S

Place: Chennai
Date: 26th May 2017

P.BHANDARI
Partner
M.No.17411

Consolidated Balance Sheet as at 31st March, 2017

	Particulars	Note No.	As at 31 March, 2017 ₹	As at 31 March, 2016 ₹
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	15,47,51,760	15,47,51,820
	(b) Reserves and surplus	4	(5,31,24,202)	(5,76,86,205)
			10,16,27,558	9,70,65,615
2	Non-current liabilities			
	(a) Long-term borrowings	5	34,95,27,017	5,50,643
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other long-term liabilities	6	1,19,39,728	1,08,318
	(d) Long-term provisions	7	31,27,101	28,57,486
			36,45,93,846	35,16,447
3	Current liabilities			
	(a) Short-term borrowings	8	-	36,76,09,953
	(b) Trade payables	9	8,46,56,247	62,70,58,509
	(c) Other current liabilities	10	4,52,83,085	7,85,37,358
	(d) Short-term provisions	11	43,41,286	43,41,286
			13,42,80,618	1,07,75,47,106
	TOTAL		60,05,02,023	1,17,81,29,169
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	Tangible assets	12	14,60,28,577	15,04,46,009
	(b) Deferred Tax Asset (Net)		62,12,343	69,13,693
	(c) Non-current investments	13	81,820	81,820
	(d) Long term Loans & Advances	14	1,91,81,374	1,74,93,376
	(e) Other Non-Current Assets	14	2,39,54,492	79,08,100
			19,54,58,606	18,28,42,998
2	Current assets			
	(a) Inventories	15	1,22,38,395	1,20,79,457
	(b) Trade receivables	16	8,98,17,975	80,25,86,671
	(c) Cash and cash equivalents	17	76,50,346	24,70,847
	(d) Short-term loans and advances	18	29,47,15,633	17,40,54,558
	(e) Other Current Assets	18	6,21,068	40,94,638
			40,50,43,417	99,52,86,171
	TOTAL		60,05,02,023	1,17,81,29,168
	See accompanying Notes forming part of the Financial Statements	25-30		

Notes 1 to 30 form part of financials
In terms of our report attached.

For **BHANDARI & KESWANI**
Chartered Accountants
FRN. 000433S

P. Bhandari
Partner
Membership No. 17411

Place : Chennai
Date : 26.05.2017

For and on behalf of the Board of Directors

T. Anil Jain
Managing Director

D. Hem Senthil Raj
Director

U.Lalitha
Chief Financial Officer

Dinesh Kumar Agarwal
Director

R. Maheswari
Director

S. Gopalakrishnan
Company Secretary



Consolidated Statement Of Profit and Loss for the year ended 31st March, 2017

	Particulars	Note No.	For the year ended 31 March, 2017	For the year ended 31 March, 2016
			₹	₹
1	REVENUE			
	Revenue from operations (Gross)	19	38,13,43,408	77,97,20,907
	Less: Excise duty	19	41,61,362	1,95,888
	Revenue from operations (Net)		37,71,82,046	77,95,25,019
2	Other income	20	1,68,97,773	3,53,963
3	Total revenue (1+2)		39,40,79,819	77,98,78,982
4	EXPENSES			
	(a) Cost of Materials Consumed	21.a	4,41,28,994	7,71,046
	(b) Purchase of Traded goods	21.b	15,38,92,500	59,82,76,920
	(c) Employee Benefits Expense	22	67,19,986	17,34,248
	(d) Finance costs	23	2,52,46,503	1,32,57,871
	(e) Depreciation and Amortisation Expense	12	78,74,413	1,01,92,779
	(f) Other expenses	24	15,09,54,070	15,24,64,569
	Total expenses		38,88,16,466	77,66,97,432
5	Profit / (Loss) before exceptional items and tax (3 - 4)		52,63,353	31,81,550
6	Exceptional items	27	-	77,399
7	Profit / (Loss) before tax (3 + 4)		52,63,353	31,04,151
8	Tax expense:			
	(a) Current tax expense for current year		-	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Net current tax expense		-	-
	(d) Deferred tax (Asset)		(7,01,350)	(5,00,45,796)
	Total		(7,01,350)	(5,00,45,796)
9	Profit / (Loss) for the year (5 + 6)		45,62,003	5,31,49,947
10	Earnings per share (of Rs.10/- each):			
	Basic and Diluted	26.3	0.29	3.43
	Weighted Average number of Equity Shares (F.V of Rs.10/- each)		1,54,75,176	1,54,75,182
	See accompanying notes forming part of the Financial Statements			

Notes 1 to 30 form part of financials

In terms of our report attached.

For **BHANDARI & KESWANI**

Chartered Accountants

FRN. 000433S

P. Bhandari

Partner

Membership No. 17411

Place : Chennai

Date : 26.05.2017

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

D. Hem Senthil Raj

Director

U.Lalitha

Chief Financial Officer

Dinesh Kumar Agarwal

Director

R. Maheswari

Director

S. Gopalakrishnan

Company Secretary

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars
1	Corporate Information Reflex Industries Limited (formerly Reflex Refrigerants Ltd referred as “RRL”) or the Company is engaged in the business of refilling of eco friendly Refrigerant Gases. The Company’s portfolio consists of trading and re filling of Refrigerant Gases. The Company is also into Sale of Electrical Energy based on generation of power and Sale of Solar Accessories. The Company’s registered office is in Chennai, Tamilnadu, India and its Factory is situated in Thiruporur, Kanchipuram District, TamilNadu.
2	Significant Accounting Policies
a	Basis of Accounting and Preparation of Financial Statements The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
b	Use of Estimates The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
c	Inventories Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.



d	Depreciation and Amortisation Depreciation has been provided on the Straight Line Method as per the rates prescribed in Schedule II to the Companies Act, 2013.
e	Revenue Recognition <u>i) Sale of goods</u> Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales are stated including Excise Duty but excluding sales tax and value added tax. <u>ii) Sale Of Electrical Energy</u> Sale of Electrical Energy is recognised on acceptance by Electricity Board of Units generated.
f	Other Income Interest income is accounted on accrual basis.
g	Fixed Assets Fixed Assets are stated at Cost, less accumulated depreciation/amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.
h	Investments Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.
i	Employee Benefits Employee benefits include provident fund, gratuity fund and compensated absences. <u>Defined Contribution Plans</u> The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made. <u>Defined Benefit Plans</u> For defined benefit plans in the form of gratuity fund, the cost of providing benefits is not ascertainable as the Company is yet to evolve a scheme for the same. <u>Short-term Employee Benefits</u> The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences

which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under : (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term Employee Benefits

The Company does not have a Scheme for Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service.

j Borrowing Costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

k Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share, if any, is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

l Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing



evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

m Impairment of Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

n Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

o Foreign Currency Transactions

Foreign Currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. At the Balance Sheet date, foreign currency monetary items are reported using the closing rate.

Consolidated Notes forming part of the Financial Statements

Note 3 - Share Capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹
(a) AUTHORISED				
Equity shares of Rs.10/- each with voting rights	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
Cumulative Redeemable preference shares of Rs.100/- each	5,00,000	5,00,00,000	5,00,000	5,00,00,000
(b) ISSUED				
Equity shares of Rs.10/- each with voting rights	1,54,75,176	15,47,51,760	1,54,75,182	15,47,51,820
(c) SUBSCRIBED AND FULLY PAID UP				
Equity shares of Rs.10/- each with voting rights	1,54,75,176	15,47,51,760	1,54,75,182	15,47,51,820
Total	1,54,75,176	15,47,51,760	1,54,75,182	15,47,51,820

Refer Notes (i) to (iii) below

(i) Reconciliation of number of Shares

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹
Equity Shares				
Opening Balance	1,54,75,182	15,47,51,820	1,54,75,182	15,47,51,820
Less: Changes during the year	6	60	-	-
Closing Balance	1,54,75,176	15,47,51,760	1,54,75,182	15,47,51,820

* Note: Vituza Solar Energy Limited has become wholly owned subsidiary w.e.f 30.04.2016

(ii) Rights, preferences and restrictions attached to Shares

The Company has one class of Equity Shares having a face value of Rs.10/- each. Each Shareholder is eligible for one vote per Share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Sherisha Technologies Private Limited	20,83,411	13.46%	20,83,411	13.46%
T.Anil Jain	19,57,796	12.65%	1,9,57,796	12.65%



Note 4 - Reserves and Surplus

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Securities Premium Account		
Opening Balance	23,24,11,967	23,24,11,967
Closing balance	-	-
Add: Additions during the year	-	-
Closing Balance	23,24,11,967	23,24,11,967
(b) General Reserve		
Opening balance	4,22,10,000	4,22,10,000
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing balance	4,22,10,000	4,22,10,000
(c) Deficit in Statement of Profit and Loss		
Opening balance	(33,23,08,172)	(38,54,58,119)
Add: Profit / (Loss) for the year	45,62,003	5,31,49,947
Closing balance	(32,77,46,169)	(33,23,08,172)
Total	(5,31,24,202)	(5,76,86,205)

Note 5 - Long-Term Borrowings

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Term Loans	-	-
From Others	-	-
Secured	-	5,50,643
Inter Corporate Deposits		
Secured	59,70,082	-
Unsecured	34,34,00,000	-
Others	1,56,935	-
Total	34,95,27,017	5,50,643

Note 6 - Other Long Term Liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) UnClaimed Dividend	1,08,318	108,318
(b) Interest on InterCorporate Deposits	1,18,31,410	-
Total	1,19,39,728	108,318

Note 7 - Long- Term Provisions

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Provision for employee benefits:	31,27,101	28,57,486
Total	31,27,101	28,57,486

Note 8 - Short-Term Borrowings

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Loans and advances from related parties (Refer Note 26.1.b)		
Unsecured	-	1,96,39,871
Sub Total	-	1,96,39,871
(b) Inter Corporate Deposits		
Secured	-	59,70,082
Unsecured	-	34,20,00,000
Sub Total	-	34,79,70,082
Total	-	36,76,09,953

Notes:

(i) Details of short-term borrowings guaranteed by some of the Directors or others:

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Loans repayable on demand from banks	-	-
Inter Corporate Deposits	-	34,79,70,082



Note 9 - Trade payables

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Trade payables:		
Acceptances	7,17,72,565	61,41,74,826
Other than Acceptances	1,28,83,682	1,28,83,682
Total	8,46,56,247	62,70,58,509

Note 10 - Other Current Liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Current maturities of long-term debt	-	-
(b) Other payables		
(i) Statutory remittances	1,68,35,557	-
(ii) Interest payable on ICD	2,27,12,945	1,18,31,410
(iii) Contractually reimbursable expenses	7,46,374	902,489
(iv) Advances from customers	27,45,000	63,620,000
(v) Others	22,43,209	2,183,459
Total	4,52,83,085	7,85,37,358

Note 11 - Short-term provisions

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Provision for Taxation	43,41,286	43,41,286
Total	43,41,286	43,41,286

Note 12 - Fixed assets for the year ended 2017

Tangible assets	Gross Block				Accumulated Depreciation and Impairment				Net Block	
	Balance as at 1 April, 2016	Additions	Disposals	Balance as at 31 March, 2017	Balance as at 1 April, 2016	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March, 2017	Balance as at 31 March, 2017	Balance as at 31 March, 2016
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Land Own use	9,00,52,038	-	-	9,00,52,038	-	-	-	-	9,00,52,038	9,00,52,038
(b) Building Owned	2,83,78,750	-	-	2,83,78,750	67,24,310	12,60,338	-	79,84,648	2,03,94,102	2,16,54,440
(c) Electrical Installation Owned	1,89,73,165	-	-	1,89,73,165	80,62,498	17,47,703	-	98,10,201	91,62,964	1,09,10,667
(d) Furniture & Fittings Owned	98,61,219	-	-	98,61,219	59,62,388	9,66,746	-	69,29,134	29,32,085	38,98,831
(e) Office equipment Owned	32,79,727	50,320	-	33,30,047	19,15,151	2,12,166	-	21,27,317	12,02,730	13,64,576
(f) Plant & Machinery - Cylinders Owned	8,78,26,081	5,92,615	-	8,84,18,696	7,31,05,782	27,34,972	-	7,58,40,754	1,25,77,942	1,47,20,299
(g) Plant & Machinery - Others Owned	2,99,25,932	2,47,699	-	3,01,73,631	2,56,92,455	2,31,533	-	2,59,23,988	42,49,643	42,33,477
(h) Vehicles-Commercial Owned	97,474	-	-	97,474	30,474	-	-	30,474	67,000	67,000
(i) Vehicles - Non Commercial Owned	73,81,838	25,79,117	92,973	98,67,982	38,37,156	7,20,955	80,203	44,77,908	53,90,074	35,44,682
Total	27,57,76,224	34,69,751	92,973	27,91,53,002	12,53,30,215	78,74,413	80,203	13,31,24,425	14,60,28,577	15,04,46,009
Previous year	27,41,17,606	24,59,414	800,796	27,57,76,224	11,56,90,833	1,01,92,779	5,53,397	12,53,30,215	15,04,46,009	15,84,26,773



Note 13 - Non-Current Investments

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Quantity Nos.	Unquoted Rs.	Quantity Nos.	Unquoted Rs.
Investments (At cost):				
A. Non Trade-Unquoted				
(a) Investment in Equity Shares - Reflex Hydro Power Pvt Ltd of Rs.10/- each.	4,341	43,410	4,341	43,410
(b) Investment in Equity Shares - Reflex Wind Power Pvt Ltd of Rs.10/- each.	3,841	38,410	3,841	38,410
Total - Non Trade	8,182	81,820	8,182	81,820

Note 14 - Long-term Loans and Advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Security Deposits		
Unsecured, considered good	1,74,45,492	17,493,376
(i) TDS Receivable	17,13,748	-
(ii) TCS Receivable	22,134	-
Doubtful	-	-
Total	1,91,81,374	1,74,93,376

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Other Non-Current Assets		
Unsecured, considered good	77,42,237	79,08,100
(i) CENVAT credit receivable	1,35,30,937	-
(ii) VAT credit receivable	24,48,057	-
(iii) Service Tax credit receivable	2,33,261	-
Total	2,39,54,492	79,08,100

Note 15 - Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Raw Materials	1,22,38,395	1,20,79,457
Total	1,22,38,395	1,20,79,457

Note: Details of inventory of Raw Materials

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Refrigerant Gases	1,22,38,395	1,20,79,457

Note 16 - Trade Receivables - Unsecured, considered good

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	7,18,66,047	14,00,49,465
Trade receivables less than six months	1,79,51,928	66,25,37,206
Total	8,98,17,975	80,25,86,671

Note 17 - Cash and Cash Equivalents

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Cash on hand	9,00,604	13,57,290
(b) Balances with banks		
(i) In current accounts	67,39,742	11,03,557
(ii) In deposit accounts	10,000	10,000
Total	76,50,346	24,70,847

Note 18 - Short-term Loans and Advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
(a) Loans and advances to related parties (Refer Note 26.1b)		
Secured, considered good	-	-
Unsecured, considered good	26,79,15,871	17,40,54,558
Doubtful	-	-
Sub Total	26,79,15,871	17,40,54,558
(b) Loans and advances to employees		
Secured, considered good	1,66,500	-
Sub Total	1,66,500	-
(c) Balances with Government Authorities		
Unsecured, considered good	-	37,19,863
Sub Total	-	37,19,863
(d) Others - Advances for Purchase of Goods and Services		
Unsecured, considered good	1,16,40,502	3,74,775
Prepaid Expenses	6,21,068	-
Interest Receivable	1,49,92,760	-
Sub Total	2,72,54,331	3,74,775
Total	29,53,36,701	40,94,638



Note 19 - Revenue from operations

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Sale of Products	38,13,43,408	77,97,20,907
Less:	38,13,43,408	77,97,20,907
Excise duty	41,61,362	1,95,888
Total	37,71,82,046	77,95,25,019

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Sale of products comprises :		
Refrigerant Gases	7,32,15,220	15,69,096
Electrical Energy	12,97,06,201	12,80,22,083
Total - Sale of Manufactured Goods	20,29,21,421	12,95,91,179
Traded Goods:		
Refrigerant Gases	-	-
Solar Accessories	17,42,60,625	64,99,33,840
Total - Sale of Traded Goods	17,42,60,625	64,99,33,840
Total - Sale of Products	37,71,82,046	77,95,25,019

Note 20 - Other Income

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Interest income (Refer Note (i) below)	1,66,59,664	1,50,274
Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	2,38,109	2,03,689
Total	1,68,97,773	3,53,963

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
(i) Interest income comprises:		
Interest from banks on:		
Deposits	1,041	1,50,274
Interest from Inter-Company Deposits on:	1,66,58,623	-
Total - Interest income	1,66,59,664	1,50,274

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
(ii) Other non-operating income comprises:		
Miscellaneous income	2,38,109	2,03,689
Total - Other non-operating income	2,38,109	2,03,689

Note 21.a - Cost of materials consumed

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Opening stock	1,20,79,457	61,96,221
Add: Purchases (Net of Returns/Debit/Credit Notes)	4,42,87,932	66,54,282
	5,63,67,389	1,28,50,503
Less: Closing stock	1,22,38,395	1,20,79,457
Cost of material consumed	4,41,28,994	7,71,046
Material consumed comprises:		
Refrigerant Gases	4,42,87,932	7,71,046
Total	4,42,87,932	7,71,046

Note 21.b Purchase of Traded goods

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Refrigerant Gases	-	-
Solar Accessories	15,38,92,500	59,82,76,920
Total	15,38,92,500	59,82,76,920

Note 22 - Employee Benefit Expenses

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Salaries and wages	46,94,459	15,52,667
Contributions to provident and other funds	2,69,615	-
Salary to Managing Director	12,00,000	-
Staff welfare expenses	5,55,912	1,81,581
Total	67,19,986	17,34,248

Note 23 - Finance Costs

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
(a) Interest expense on:		
(i) Borrowings	9,898	40,527
(ii) Others	2,52,36,605	1,31,65,551
(b) Other borrowing costs	-	51,793
Total	2,52,46,503	1,32,57,871



Note 24 - Other Expenses

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Advertisement	1,52,910	2,05,492
Audit fees	5,43,500	1,09,000
Annual General Meeting Expenses	10,436	9,556
AMC Charges	40,653	33,737
Bank Charges & Commission	3,48,993	1,06,874
Books & Periodicals	11,375	37,220
Business promotion & Marketing Expenses	6,77,570	18,66,442
Communication	643,317	513,267
Customs duty and Excise duty anti dum includes	6,469,640	25,71,548
Consumption of stores and spare parts	111,844	1,750
Clearing & Forwarding Charges	8,19,012	1,37,006
Contribution to Corporate Social Responsibility	4,33,090	33,015
Club Membership Fees	6,000	1,71,750
Donation	-	7,36,635
Entertainment Expenses	54,484	1,12,840
Insurance	4,31,363	2,46,872
Legal and professional	6,58,328	7,69,846
Office Maintenance	8,12,182	7,56,279
Pooja Expense	16,524	24,546
Postage & Courier	1,77,103	53,635
Power and fuel	8,30,837	6,73,000
Printing and stationery	4,00,215	1,44,696
Rates and taxes	14,03,698	6,56,600
Rent including lease rentals (Refer Note 26.2.b) inc. rev. shar	12,75,33,854	13,93,01,442
Factory expenses	58,371	32,879
Repairs and maintenance - Vehicle	4,48,879	2,91,936
Repairs and maintenance - Machinery	151,409	6,145
Repairs and maintenance - Others	282,149	1,00,693
Subscription	48,838	87,028
Security Charges	2,90,362	3,21,607
Food and Accommodation Expenses	2,38,960	1,32,655
Installation and Testing Charges	5,975	-
Foreign Exchange Flucuation - Loss	49,489	-
Transportation, Handling and Carriage expenses	15,94,068	157,756
Travelling and conveyance	50,33,423	20,04,731
General Expenses	90,950	19,092
Director Sitting Fees	66,000	37,000
Loss on Sale of Fixed Assets	8,270	-
Total	15,09,54,070	15,24,64,569

Note 25 - Additional information to the Financial Statements

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
25.1	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Disputed demand of Income tax & Sales Tax (Refer Auditor Report)	7,52,06,820	7,52,06,820
	(b) Corporate Guarantee to Group Co.	37,48,00,000	5,00,00,000
	(c) Litigations	3,22,91,825	322,91,825
25.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	8,46,56,247	62,70,58,509
	Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
25.3	Value of imports calculated on CIF basis	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Refrigerant Gases	₹	₹
		3,92,99,370	71,54,602
25.4	Expenditure in foreign currency		
	Expenditure related to overseas Travel	-	6,68,692
25.5	Earnings in foreign exchange		
	Export of goods calculated on FOB basis	-	-
25.6	Amounts remitted in foreign currency during the year on account of dividend	-	-

Note 26 - Disclosures Under Accounting Standards26.1 **Related party transactions**26.1.a **Details of related parties:**

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mr.T.Anil Jain, Managing Director
Wholly Owned Subsidiary	Vituza Solar Energy Limited
Entities in which KMP / Relatives of KMP can exercise significant influence	Refex Wind Power Private Limited Refex Hydro Power Private Limited Refex Solar Power Private Limited Sherisha Technologies Private Limited Refex Energy Limited

Note: Related parties have been identified by the Management.



Details of related party transactions during the year ended 31 March, 2017 and balances outstanding as at 31 March, 2017

26.1.b	Particulars	Associates	KMP	Relatives of KMP-	Entities in which KMP / relatives of KMP have significant influence	Previous Year
	<u>Outstanding at the End of the Year</u>					
	<i>Non-Current Investments</i>					
	- Reflex Hydro Power Pvt Ltd	-	-	-	43,410	43,410
	- Reflex Wind Power Pvt Ltd				38,410	38,410
	Short-term Loans & Advances					
	- Sherisha Tech. Pvt Ltd	-	-	-	25,42,60,827	17,40,54,557
	- Reflex Solar Power Pvt Ltd	-	-	-	1,34,98,108	1,96,39,871
	Salary to Managing Director	-	12,00,000	-	-	-
Note: Figures in bracket relates to the previous year						

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
26.2	Details of leasing arrangements		
26.2.a	The Company has entered into operating lease arrangements for its Corporate Office in Chennai and other branches. The leases are non-cancellable and are for a period of 3 years and may be renewed for a further period of 3 years based on mutual agreement of the parties.		
	Future minimum lease payments		
	not later than one year		8,46,000
	later than one year and not later than five years	4,90,000	4,90,000
	later than five years	-	-
		4,90,000	13,36,000
26.2.b	Leasing of Solar Energy Equipment and Operating Lease Agreement		
	Future minimum lease payments		
	not later than one year	10,99,49,776	11,05,00,192
	later than one year and not later than five years	36,75,88,596	49,50,57,028
	later than five years	-	-
	Lease payments recognised in the Statement of Profit and Loss	12,75,33,854	13,93,01,442

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
26.3	Net profit / (loss) for the year	45,62,003	5,31,49,947
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders	45,62,003	5,31,49,947
	Weighted average number of equity shares	1,54,75,176	1,54,75,182
	Par value per share (Rs.)	10	10
	Earnings per share - Basic	0.29	3.43

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
27	Loss on Sale of Fixed Assets	-	77,399
	Total	-	77,399

Segment Wise Revenue, Results and Capital Employed

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
28	1 Segment Revenue (Net Sales/Income)		
	a. Solar Power (including Trading of Solar Accessories)	30,39,66,826	77,79,55,923
	b. Refrigerant Gases	7,31,88,670	15,69,096
	Total	37,71,55,496	77,95,25,019
	2. Segment Results (Profit/Loss before interest and tax)		
	a. Solar Power (including Trading of Solar Accessories)	2,57,65,669	4,36,23,616
	b. Refrigerant Gas	7,32,15,220	(2,75,75,043)
	Total	9,89,80,889	1,60,48,573
	Less: Finance Cost	2,52,46,503	1,32,57,871
	Add : Other Income	1,68,97,773	353,963
	Profit / (Loss) before Tax	9,06,32,159	31,44,665
	3. Capital Employed (Segment Assets Less Segment Liabilities)		
	a. Solar Power (including Trading of Solar Accessories)	-	-
	b. Refrigerant Gas	50,80,08,681	35,25,87,702
	Total	50,80,08,681	35,25,87,702



Note 29	Disclosure on Specified Bank Notes			
	Particulars	SBN's	Other Denomination Notes	Total
	Closing Cash in hand as on November 8, 2016	1,95,00,000	7,88,479	2,02,88,479
	Add: Permitted Receipts	-	1,61,000	1,61,000
	Less: Permitted Payments	-	2,61,614	2,61,614
	Less: Amount deposited in Banks	1,95,00,000		1,95,00,000
	Closing in hand as on December 30, 2016	-	6,87,865	6,87,865
Note 30	Previous Year figures have been regrouped/reclassified wherever necessary to conform to the current year's presentation.			

Signature to Notes 1 to 30

As per our Audit Report of even date

For **BHANDARI & KESWANI**

Chartered Accountants

FRN. 000433S

For and on behalf of the Board of Directors

P. Bhandari

Partner

Membership No. 17411

T. Anil Jain

Managing Director

Dinesh Kumar Agarwal

Director

D. Hem Senthil Raj

Director

R. Maheswari

Director

Place : Chennai

Date : 26.05.2017

U.Lalitha

Chief Financial Officer

S. Gopalakrishnan

Company Secretary

Cash Flow Statement for the year ended 31st March, 2017

(Figures for the previous year have been rearranged to confirm with the revised presentation)

	For the year ended 31st March, 2017 ₹		For the year ended 31st March, 2016 ₹	
A. NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS		52,63,353		31,04,151
ADJUSTMENTS FOR :				
Depreciation	78,74,413		1,01,92,779	
Finance costs	2,52,46,503		1,32,57,871	
Interest Income	(1,66,59,664)		(1,50,274)	
Fixed Assets - (Profit)/Loss on Sale	8,270		77,399	
Total		1,64,69,522		2,33,77,775
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		2,17,32,875		2,64,81,926
ADJUSTMENTS FOR :				
Trade and Other Receivables		59,55,81,191		(45,97,80,569)
Inventories		(1,58,938)		(58,83,236)
Trade Payables and other Current Liabilities		(57,56,56,535)		19,36,16,422
CASH GENERATED FROM OPERATIONS		4,14,98,593		(24,55,65,457)
Short Term Provisions Net		-		(0)
Cash Flow before Exceptional items		4,14,98,593		(24,55,65,456)
NET CASH FROM OPERATING ACTIVITIES		4,14,98,593		(24,55,65,456)
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	(34,69,751)		(2,289,413)	
Sale of Long Term Investments	(60)		-	
Sale of Fixed Assets	4,500			
Interest Received	1,66,59,664		150,274	
Other Non Current Assets	(1,60,46,392)		(79,08,101)	
Loans and Advances	(16,87,998)	(45,40,037)	(96,95,226)	(1,97,42,465)
NET CASH USED IN INVESTING ACTIVITIES		3,69,58,556		(26,53,07,921)
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of Short Term Borrowings	(36,76,09,953)		27,70,10,059	
Increase of Long Term Borrowings	36,08,07,784		(22,21,085)	
Interest Paid	(2,52,46,502)		(1,32,57,871)	
Increase of Long Term Provisions	2,69,615		-	
NET CASH FLOW USED IN FINANCING ACTIVITIES		(3,17,79,056)		26,15,31,103
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		51,79,500		(37,76,818)
OPENING CASH AND CASH EQUIVALENTS		24,70,847		62,47,665
CLOSING CASH AND CASH EQUIVALENTS		76,50,346		24,70,847
CASH AND CASH EQUIVALENTS COMPRISE :				
Cash and Bank Balances	76,50,346		24,70,847	-
Unrealised Loss / (Gain) on Foreign Currency Cash and Cash Equivalents	-		-	
		76,50,346		24,70,847

As per our Audit Report of even date
For **BHANDARI & KESWANI**
Chartered Accountants
FRN. 000433S

P. Bhandari
Partner
Membership No. 17411
Place : Chennai
Date : 26.05.2017

For and on behalf of the Board of Directors

T. Anil Jain
Managing Director

Dinesh Kumar Agarwal
Director

S.Gopalakrishnan
Company Secretary

D. Hem Senthil Raj
Director

R.Maheswari
Director

U.Lalitha
Chief Financial Officer



REFEX INDUSTRIES LIMITED

(CIN: L45200TN2002PLC049601)

Registered Office: No.20, Mooker Nallamuthu Street, Chennai 600 001.

PROXY FORM (Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio/DP ID - Client ID No :

I/We being the member(s) of Refex Industries Ltd. Holding
Shares, hereby appoint:

(1) Name :

Address :

Email-ID :(Signature).....

(Or failing him)

(2) Name :

Address :

Email-ID :(Signature).....

(Or failing him)

(3) Name :

Address :

Email-ID :(Signature).....

(Or failing him)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th AGM of the Company, to be held on Tuesday, 26th September 2017 at 3.30 P.M at the Nahar Hall, Deshabandu Plaza, 1st floor 47, Whites Road, Royapettah, Chennai -600 014 and at any adjourned thereof in respect of such Resolutions as are indicated overleaf:

Signed thisday of.....2017.

Signature of Shareholder

Signature of Proxy holder (s).....

Affix
Rev.Stamp

Note : This proxy form in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.

REFEX INDUSTRIES LIMITED

(CIN: L45200TN2002PLC049601)

Registered Office : No.20, Mooker Nallamuthu Street, Chennai 600 001.

ATTENDANCE SLIP

15th ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 15th Annual General Meeting of the Company at Nahar Hall, Deshabandu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014.

Member's Folio/DPID- Client ID No.	Member's Proxy's name in Block letters	Member's / Proxy's Signature
---------------------------------------	---	------------------------------

Sl.No.	Description of Resolutions	Optional	
		For	Against
	Ordinary Business		
1	Adoption of . Audited Financial Statements for the year ended 31st March 2017 and Reports of Board of Directors and Auditors. Audited Consolidated Financial Statements for the year ended 31 st March 2017		
2	Re-appointment of Mr. Dinesh Kumar Agarwal as a Non Executive Director who retires by rotation.		
3	Appointment of Mr. Krishna Kumar Associates Chartered Accountant as Statutory Auditors of the Company.		
	Special Business		
4	Re- Appointment of Mr. Anil Jain as a Managing Director of the Company a further term of Three years		
5	Re- Appointment of Sri D Hem Senthil Raj as an Independent Director a further term of Three years		
6	Increasing the Borrowing Powers of the Company not exceeding (Rs 1000 Crores)		
7	Authorisation To Make Donations not exceeding Rs (One Crore)		

Signed thisday of September 2017

Signature of the Shareholder(s)day of September 2017

Affix
Rev. Stamp

**FORM NO MGT-12**

[Pursuant to Section 109 (5) of the Companies Act 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

REFEX INDUSTRIES LIMITED

(CIN: L45200TN2002PLC049601)

Registered Office: No.20, Mooker Nalla Muthu Street, Chennai 600 001.

T: +91-44-43405950 E- mail: admin@refex.co.in

BALLOT FORM– 15TH AGM

Ballot No.:

1. Name (s) of member(s)
(Including) joint holders (if any) :
2. Registered address of the sole / first
named member :
3. Registered Folio / DPID / CID No(s). :
4. Number of Shares held :
5. I / We hereby exercise my / our vote in respect of the Resolutions to be passed through ballot for the business stated in the notice of the 15th Annual General Meeting (AGM) of the Company by sending my / our assent or dissent to the said Resolutions by placing the (P) mark at the appropriate box below.

Sl. No.	Description of Resolutions	No. of Shares	Assent (For)	Dissent (Against)
	Ordinary Business			
1	Adoption of ● Audited Financial Statements for the Financial year ended 31st March 2017 and Reports of Board of Directors and Auditors. ● Audited Consolidated Financial Statements for the Financial year ended 31st March 2017			
2	Re-appointment of Mr. Dinesh Kumar Agarwal as a Non-Executive Director who retires by rotation.			
3	Appointment of Mr. M. Krishna Kumar & Associates, Chartered Accountant as Statutory Auditors of the Company.			
	Special Business			
4	Re- Appointment of Mr. Anil Jain as an Managing Director of the Company a further term of Three years			
5.	Re- Appointment of Sri D Hem Senthil Raj as an Independent Director a further term of Three years			
6.	Increasing the Borrowing Powers of the Company not exceeding (Rs 1000 Crores)			
7	Authorisation To Make Donations not exceeding Rs (One Crore)			

Place:

Date:

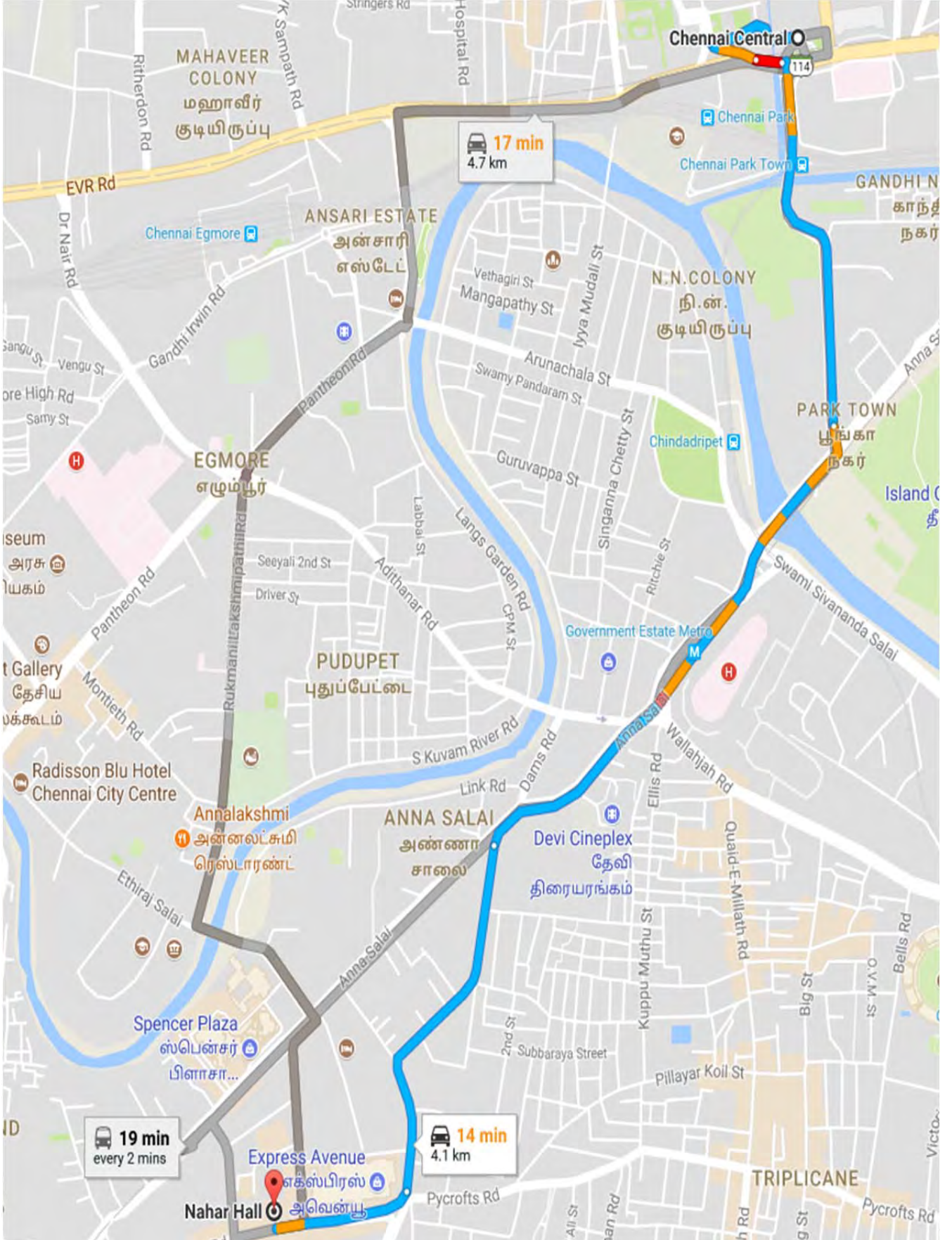
Signature of the Member

Notes: Please read the instructions printed below carefully before exercising your vote

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. The scrutinizer will collate the votes downloaded from the e-voting system and votes casted at the meeting through Ballot forms to declare the final result for each of the Resolutions forming part of the Notice of the AGM.
4. This form should be completed and signed by the member. In the case of joint holding, the form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his / her absence, by the next named member.
5. Incomplete, incorrect (or) unsigned ballot form will be rejected.
6. Voting rights shall be reckoned on the paid up value of shares registered in the names of the members as on 22nd September, 2017
7. A member need not use all his votes nor does he need to cast all his votes in the same way.
8. Where the ballot form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorization should accompany the Ballot form.
9. In case the Ballot form is signed by the Power of Attorney holder (POA), POA registration number should be mentioned.

Route Map to the 15th Annual General Meeting



Venue: "Nahar Hall", Deshabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai – 600 014