



Refex Industries Limited
CIN No. L45200TN2002PLC049601



National Stock Exchange of India Limited

02.08.2018

Exchange Plaza,
Bandra- Kurla Complex,
Bandra East,
Mumbai - 400 051

Sub: Proceedings of the Annual General Meeting, 2018

Dear Sir / Madam,

The 16th Annual General Meeting (AGM) of the Members of the Company was held on (Tuesday the July 31st, 2018) at 10.30 a.m. at "Bharatiya Vidya Bhavan", East Mada Street, Mylapore, Chennai- 600 004.

Sri Hem Senthil Raj, occupied the Chair.

The Chairman noted that the requisite quorum was present and hence called the meeting to order.

The Register of Directors' and Key Managerial Personnel and their shareholdings in terms of Section 170 read with Section 171 of the Companies Act, 2013 and the Register of Contracts in terms of Section 189 of the Companies Act, 2013, the Auditor's Report and the Secretarial Audit Report were made available for inspection by the shareholders till the conclusion of the meeting.

With the permission of the Members present, the Notice to the Shareholders dated 25th May, 2018 calling for the 16th Annual General Meeting was taken as read. The Independent Auditor's Report, the Secretarial Auditors' Report and its annexure was also taken as read in terms of Section 145 of the Companies Act, 2013.

The Chairman then gave his speech highlighting various aspects of the operations of the company, performance for the financial year 2017-18 and outlook for the future. After conclusion of his speech, Chairman informed that as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the company has offered remote e-voting facilities to the shareholders and that the voting by ballot papers and remote e-voting shall be scrutinized by the Scrutinizer, Sri R. Muthukrishnan on all resolutions in a fair and transparent manner.

The Chairman then opened the floor for questions relating to the matters under consideration at this AGM. Some of the members present at the meeting raised queries and also sought certain information / clarifications and also made few comments and suggestions broadly focusing on certain financial aspects.



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The Chairman after providing opportunity to all the shareholders present for raising their queries and seeking clarifications, responded to such queries, comments and clarifications. The following business was transacted at the meeting :-

Resolution No	Subject
1	Adoption of - Audited Financial Statements for the Financial year ended 31st March 2018 and Reports of Board of Directors and Auditors. - Audited Consolidated Financial Statements for the Financial year ended 31st March 2018
2	Re-appointment of Mr Anil Jain, Managing Director who retires by rotation.
	Special Business
3	Appointment of Mrs. Jamuna Ravikumar as an Women Independent Director of the Company a term of Three years
4	Re Classification of Mr Jagdish Jain , Promoter as a Public Shareholder
5	Re Classification of Mrs Seema Jain , Promoter as a Public Shareholder
6	Increasing the Lending, Investment powers of the Company under section 186 of the Companies Act 2013 to the extent of Rs 200 Crores.

The Chairman then informed that in order to provide an opportunity to those members who have not exercised remote e-voting, he offered to conduct the ballot process. Ballot papers were then distributed through the volunteers and the ballot process was conducted for all the resolutions. The ballot process was scrutinised by the Scrutinizer Sri R. Muthukrishnan, Practicing Company Secretary on all the resolutions. The Scrutiniser then took custody of the polling boxes for verification of validity of votes and counting the votes and for preparing his report to the Chairman.

Later, the Chairman informed to the shareholders that the final results of the voting (after consolidating the result of remote e-voting and ballot process) would be announced to Stock Exchanges and in the website of the Company within 48 hours as per the Listing Regulations.

Upon completion of the ballot process and the vote of thanks by Sri Dinesh Kumar Agarwal, Director, the meeting ended at 05.30p.m. Chairman thanked the shareholders and declared the meeting as concluded.

Please take the above information on record.

Thanking you,

Yours truly,

For Reflex Industries Limited

S. Gopalakrishnan

Company Secretary



Chairman
Refex Industries Limited
Chennai

02/08/2018

Dear Sir

Sub: Scrutinizer report in respect of remote E voting and Poll conducted by the company in respect of Annual General Meeting (AGM) of the company held at 10.30 AM on Tuesday, 31ST July 2018 at Chennai

With reference to the above specified AGM of the company, where in the company proposed to seek approval of members by way of an ordinary resolution and special resolutions in respect of the agenda points, briefly noted below.

RESL NO	SUBJECT MATTER OF RESOLUTION
	ORDINARY BUSINESS - ORDINARY RESOLUTIONS
1.	Adoption of Audited Financial Statements for the Financial year ended 31 st March 2018 and Reports of Board of Directors and Auditors. Audited Consolidated Financial Statements for the Financial year ended 31 st March 2018
2.	Re-appointment of Mr Anil Jain, Managing Director who retires by rotation.
	SPECIAL BUSINESS - ORDINARY RESOLUTION
3	Appointment of Mrs.Jamuna Ravikumar as an Women Independent Director of the Company a term of Three years
	SPECIAL BUSINESS - SPECIAL RESOLUTIONS
4	Re Classification of Mr T Jagdish Jain , Promoter as a Public Shareholder
5	Re Classification of Mrs Seema Jain , Promoter as a Public Shareholder

R. Muthu
R. MUTHUKRISHNAN, FCS
Practicing Company Secretary
C.P. No: 3036
M. No. 6775

6	Increasing the Lending, Investment powers of the Company under section 186 of the Companies Act 2013 to the extent of Rs 200 Crores.
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The company had provided the facility of remote E Voting/Polling at the venue of Annual General Meeting for its members in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 (herein after known as the 'Rules')

In the said process of remote E voting/ Poll process at the venue of AGM, I was appointed as scrutinizer by the Board of Directors vide their resolution passed in their meeting held on 25th May 2018 and vide the necessary appointment letter issued to me, in terms of Rule 20 (4) (ix) of the above specified rules.

The necessary newspaper advertisement as required under Rule 20(4) (v) was issued on 10.07.2018 and the e voting period started at 09.00 AM on 28TH July 2018 and ended at 05.00 PM on 30th July 2018.

As per the notice of the AGM, those holding shares as the cutoff date, Tuesday, 24th July 2018 were entitled to vote in the said E Voting process

At the venue of Annual General Meeting held on 31ST July 2018 at 10.30 AM at Chennai, a facility was provided for voting by way of ballot papers to the members who attended the AGM (and who had not cast their votes in the E voting process,) to cast their votes in the said poll process, in terms of Rule 20(4)(xi) of the said rules.

The box containing the said ballot papers was opened in the presence of two witnesses who are not in employment of the company after the polling process was over.

Similarly the e-voting results from CDSL website were unblocked in presence of same two witnesses, in terms of Rule 20 (4) (xii) of the above specified rules at 5.20 PM on Tuesday, 31st July 2018.

The combined results of remote e voting and the poll process conducted at the venue of AGM (based on no. of shares held by those who participated in the above said voting process) is tabulated under

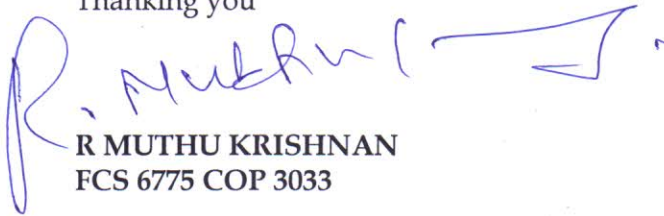
RESL NO	VOTED FAVOURING THE RESOLUTIONS		VOTED AGAINST THE RESOLUTIONS		STATUS OF RESOLUTION
	PROMOTERS	PUBLIC	PROMOTERS	PUBLIC	
1	4875977	657	NIL	2	PASSED
2	4875977	657	NIL	2	PASSED
3	4875977	657	NIL	2	PASSED
4	4875977	657	NIL	2	PASSED
5	4875977	657	NIL	2	PASSED
6	4875977	657	NIL	2	PASSED

R. Muthukrishnan
R. MUTHUKRISHNAN, FCS
Practising Company Secretary
C.P. No: 303's
M. No. 8775

Out of the votes polled in the ballot process held in the venue of Annual General Meeting, 10 votes (constituting 10 shares) were held to be invalid and not considered.

All the records of remote E Voting/ Poll process at AGM venue shall remain in my custody till the Chairman considers, approves and signs the minutes of AGM and thereafter same shall be handed over to the company for safe keeping in terms of Rule 20 (4)(xv) of the above rules.

Thanking you

A handwritten signature in blue ink, appearing to read 'R. Muthu Krishnan', with a stylized flourish at the end.

R MUTHU KRISHNAN
FCS 6775 COP 3033