



National Stock Exchange of India Limited

27.09.2017

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

Sub: Proceedings of the Annual General Meeting, 2017

Dear Sir / Madam,

The 15th Annual General Meeting (AGM) of the Members of the Company was held on (Tuesday the September 26, 2017) at 03.30 p.m. at "Nahar Hall" Deshabandhu Plaza, 1 Floor, 47 Whites Road, Royapettah, Chennai- 600 014.

Sri T. Anil Jain, Chairman of the Board of Directors, 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 26th May, 2017 calling for the 15th 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 2016-2017 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.

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 :-

Regd Office: No. 20, Mooker Nallamuthu Street, Chennai - 600 001. India. E Mail: admin@refex.co.in Website: www.refex.co.in

Admin Office: No. 67, Bazullah Road, T. Nagar, Chennai - 600 017. Ph: +91-44-43405950, Fax: +91-44-42694112.

Resolution No	Subject
1	Approval of Audited Financial statements for the 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. KrishnaKumar Chartered Accountant as Statutory Auditors of the Company for a period of five years.
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

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 T. Anil Jain, Managing Director, the meeting ended at 05.00 p.m. Chairman thanked the shareholders and declared the meeting as concluded.

Please take the above information on record.

Thanking you,

Yours truly,

For Refex Industries Limited


S. Gopalakrishnan
Company Secretary





Refex Industries Limited

CIN No. L45200TN2002PLC049601



National Stock Exchange of India Limited

28.09.2017

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

Sub: Voting Results

Dear Sir / Madam,

Please find enclosed the results of the voting by the members of the Company in the prescribed format in respect of all resolutions covered under Ordinary and Special Business as specified in the notice dated 26.05.2017 calling the 15th AGM of the Company.

In addition we also enclose the scrutinizer's report on voting.

Kindly acknowledge the receipt.

Thanking You,

Yours' Faithfully,

For Refex Industries Limited



S. Gopalakrishnan
S. Gopalakrishnan
Company Secretary



Reflex Industries Limited – Annual General Meeting held on 30th September 2015

I. Attendance of members

1.	Date of AGM	26 th September 2017
2.	Total number of shareholders on record date	7850
3.	No. of shareholders present in the meeting either in person or through proxy:	96
	a) Promoters and Promoter Group	7
	b) Public	89
4.	No. of shareholders attended the meeting through Video Conferencing	Not Applicable

II. Voting by members

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Remarks
1	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	Ordinary	E-voting and Physical Ballot voting at the meeting	Resolution passed with requisite majority



Reflex Industries Limited



[CIN: L45200TN2002PLC049601](#)

	thereon			
2	Re-appointment of Mr. Dinesh Kumar Agarwal as a Non Executive Director who retires by rotation.	Ordinary	E-voting and Physical Ballot voting at the meeting	Resolution passed with requisite majority
3	Appointment of Mr. Krishna Kumar & Associates Chartered Accountant as Statutory Auditors of the Company	Ordinary	E-voting and Physical Ballot voting at the meeting	Resolution passed with requisite majority
4	Re- Appointment of Mr. Anil Jain as an Managing Director of the Company a further term of Three years	Special	E-voting and Physical Ballot voting at the meeting	Resolution passed with requisite majority
5	Re- Appointment of Sri D Hem Senthil Raj as an Independent Director a further term of Three years	Special	E-voting and Physical Ballot voting at the meeting	Resolution passed with requisite majority
6	Increasing the Borrowing Powers of the Company not exceeding (Rs 1000 Crores)	Special	E-voting and Physical Ballot voting at the meeting	Resolution passed with requisite majority
7	Authorisation To Make Donations not exceeding Rs One Crore	Special	E-voting and Physical Ballot voting at the meeting	Resolution passed with requisite majority



Reflex Industries Limited



CIN: L45200TN2002PLC049601

The mode of voting for all resolutions was by:

- E-voting and
- Physical Ballot Forms at the venue of the Meeting

In this connection, we enclose the following:

1. Results of voting through E-voting & Physical Ballot voting in the prescribed format
2. Scrutiniser's Report on E-voting & Physical Ballot voting.

For Reflex Industries Limited




S. Gopalakrishnan
Company Secretary



Reflex Industries Limited

Declaration in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through the E-voting facility conducted at the Annual General Meeting held on 26th September 2017.

Resolution No.1	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
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	Promoter and Promoter Group	5000360	5000360	100%	5000360	-	100%	-
	Public – Institutional holders	-	-	-	-	-	-	-
	Public-Others	10474816	35725	0.341%	35725	-	100%	-
	Total	15475176	5036085	32.54%	5036085	-	100%	-



CIN: L45200TN2002PLC049601

the financial year ended March 31, 2017 together with the Report of Auditors thereon								
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Resolution No.2	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Re-appointment of Mr. Dinesh Kumar Agarwal as a Non Executive Director who retires by rotation.	Promoter and Promoter Group	5000360	5000360	100%	5000360	-	100%	-
	Public – Institutional holders	-	-	-	-	-	-	-
	Public-Others	10474816	35725	0.341%	35725	-	100%	-
	Total	15475176	5036085	32.54%	5036085	-	100%	-



CIN: L45200TN2002PLC049601

Resolution No. 3	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Appointment of Mr. Krishna Kumar & Associates Chartered Accountant as Statutory Auditors of the Company for the term of 5 years Subject to ratification by members.	Promoter and Promoter Group	5000360	5000360	100%	5000360	-	100%	-
	Public – Institutional holders	-	-	-	-	-	-	-
	Public-Others	10474816	35725	0.341%	35725	-	100%	-
	Total	15475176	5036085	32.54%	5036085	-	100%	-

Resolution No. 4	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Special Business								
Special Resolution		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Re- Appointment of Mr. Anil jain as an Managing Director of the Company a further term of Three years	Promoter and Promoter Group	5000360	5000360	100%	5000360	-	100%	-
	Public – Institutional holders	-	-	-	-	-	-	-
	Public-Others	10474816	35725	0.341%	35725	-	100%	-
	Total	15475176	5036085	32.54%	5036085	-	100%	-



Resolution No. 5 Special Business Special Resolution	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Re- Appointment of Sri D Hem Senthil Raj as an Independent Director a further term of Three years	Promoter and Promoter Group	5000360	5000360	100%	5000360	-	100%	-
	Public – Institutional holders	-	-	-	-	-	-	-
	Public-Others	10474816	35725	0.341%	35725	-	100%	-
	Total	15475176	5036085	32.54%	5036085	-	100%	-

Resolution No. 6 Special Business Special Resolution	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Increasing the Borrowing Powers of the Company not exceeding (Rs 1000 Crores)	Promoter and Promoter Group	5000360	5000360	100%	5000360	-	100%	-
	Public – Institutional holders	-	-	-	-	-	-	-
	Public-Others	10474816	35725	0.341%	35725	-	100%	-
	Total	15475176	5036085	32.54%	5036085	-	100%	-



Reflex Industries Limited



CIN: [L45200TN2002PLC049601](#)

Resolution No. 7 Special Business Special Resolution	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Authorisation To Make Donations not exceeding Rs One Crore	Promoter and Promoter Group	5000360	5000360	100%	5000360	-	100%	-
	Public – Institutional holders	-	-	-	-	-	-	-
	Public-Others	10474816	35725	0.341%	35725	-	100%	-
	Total	15475176	5036085	32.54%	5036085	-	100%	-

Chairman
Refex Industries Limited
Chennai

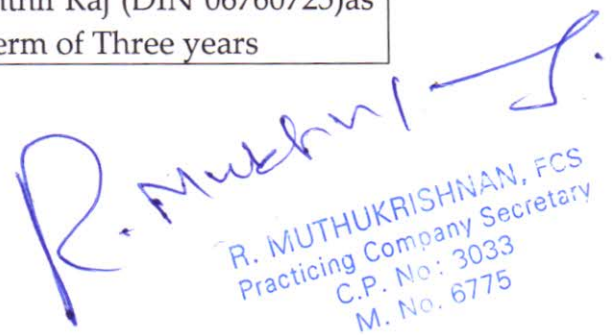
27/09/2017

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 03.30 PM on Tuesday, 26th September 2017 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 2017 and Reports of Board of Directors and Auditors. Audited Consolidated Financial Statements for the Financial year ended 31 st March 2017
2.	Re-appointment of Mr. Dinesh Kumar Agarwal (DIN 07544757) as a Non Executive Director who retires by rotation.
3.	Appointment of M. KrishnaKumar & Associates, Chartered Accountants, Chennai (FIRM NO.000433S) as Statutory Auditors of the Company for a period of 5 years to hold office till 20 th AGM to be held in 2022
	SPECIAL BUSINESS - SPECIAL RESOLUTIONS
4	Re- Appointment of Mr. Anil Jain(DIN 00181960) as an Managing Director of the Company a further term of Three years
5	Re- Appointment of Sri D Hem Senthil Raj (DIN 06760725) as an Independent Director a further term of Three years


R. MUTHUKRISHNAN, FCS
Practicing Company Secretary
C.P. No: 3033
M. No. 6775

6	Increasing the Borrowing Powers of the Company not exceeding Rs 1000 Crores u/s 180 of the Companies Act, 2013
7	SPECIAL BUSINESS -ORDINARY RESOLUTION Authorisation to the Board to make donations not exceeding Rs one crore u/s 181 of Companies Act, 2013

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 26th May 2017 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 03.09.2017 and the e voting period started at 09.00 AM on 23rd September 2017 and ended at 05.00 PM on 25th September 2017.

As per the notice of the AGM, those holding shares as the cutoff date, Friday, 22nd September 2017 were entitled to vote in the said E Voting process

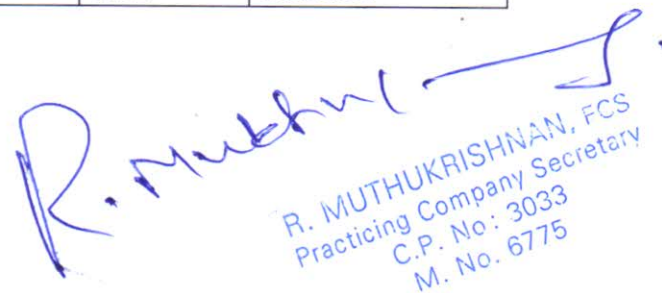
At the venue of Annual General Meeting held on 26th September 2017 at 03.30 PM at Chennai, a facility was provided for voting by way of ballot papers to the members who attended the AGM (and who had not cast their votes in the E voting process,) to cast their votes in the said poll process, in terms 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 5.12 PM on Tuesday, 26th September 2017.

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

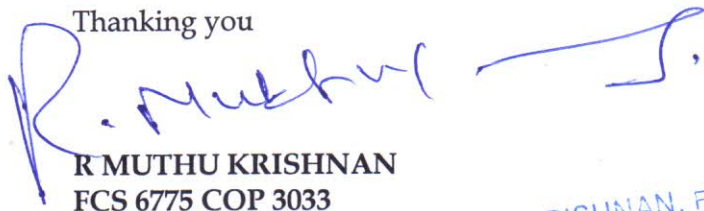
RESL NO	VOTED FAVOURING THE RESOLUTIONS		VOTED AGAINST THE RESOLUTIONS		STATUS OF RESOLUTION
	PROMOTERS	PUBLIC	PROMOTERS	PUBLIC	
1	5000360	35725	NIL	NIL	PASSED
2	5000360	35725	NIL	NIL	PASSED
3	5000360	35725	NIL	NIL	PASSED


R. MUTHUKRISHNAN, FCS
Practicing Company Secretary
C.P. No: 3033
M. No. 6775

4	5000360	35725	NIL	NIL	PASSED
5	5000360	35725	NIL	NIL	PASSED
6	5000360	35725	NIL	NIL	PASSED
7	5000360	35725	NIL	NIL	PASSED

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


R MUTHU KRISHNAN
FCS 6775 COP 3033

R. MUTHUKRISHNAN, FCS
Practicing Company Secretary
C.P. No: 3033
M. No. 6775