



March 27, 2024

The BSE Ltd. 1 st Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001 Security Code No.: 532884	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, C – 1, Block G Bandra – Kurla Complex, Bandra (E) Mumbai – 400051 Symbol: REFEX
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Dear Sir/Madam,

Ref: Disclosure under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Sub: Submission of Voting results of 2nd Extraordinary General Meeting (“EGM”) and Scrutinizer’s Report

This is in furtherance to our letter dated March 4, 2024, seeking the approval of the Members of the Company by way of Special Resolutions through Remote E-Voting process & E-voting at the meeting for the following items set out in the EGM Notice:

1. Issue of Equity Shares on a preferential basis to a Promoter.
2. Issue of Warrants on a preferential basis to a Promoter.
3. Change in the Main Object clause of the Memorandum of Association of the Company.

We wish to inform that the Extraordinary General Meeting (EGM) of the Company wherein the above Resolutions has been passed by the Members of the Company with requisite majority on Wednesday, March 27, 2024, i.e., the date of the Meeting. In this regard, please find enclosed the following:

1. The Consolidated Voting results of the remote E-Voting process & E-voting, under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Scrutinizer's Report dated March 27, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

You are requested to take the same on your record.

Thanking You,

Your faithfully,

For Refex Industries Limited

G Divya
Company Secretary
ACS-37320

Refex Industries Limited
A Refex Group Company

CIN: L45200TN2002PLC049601

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of Equity Shares on a preferential basis to a Promoter				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58948085	58948085	100	58948085	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		58948085	58948085	100	58948085	0	100
Public- Institutions	E-Voting	325090	224225	68.9732	224225	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		325090	224225	68.9732	224225	0	100
Public- Non Institutions	E-Voting	51408215	2251650	4.3799	2250530	1120	99.9503	0.0497
	Poll		6820	0.0133	6820	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51408215	2258470	4.3932	2257350	1120	99.9504
Total		110681390	61430780	55.5024	61429660	1120	99.9982	0.0018
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of Warrants on a preferential basis to a Promoter				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58948085	58948085	100	58948085	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		58948085	58948085	100	58948085	0	100
Public- Institutions	E-Voting	325090	224225	68.9732	224225	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		325090	224225	68.9732	224225	0	100
Public- Non Institutions	E-Voting	51408215	2251650	4.3799	2250530	1120	99.9503	0.0497
	Poll		6820	0.0133	6820	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51408215	2258470	4.3932	2257350	1120	99.9504
Total		110681390	61430780	55.5024	61429660	1120	99.9982	0.0018
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Change in the Main Object clause of the Memorandum of Association of the Company				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58948085	58948085	100	58948085	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		58948085	58948085	100	58948085	0	100
Public- Institutions	E-Voting	325090	224225	68.9732	224225	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		325090	224225	68.9732	224225	0	100
Public- Non Institutions	E-Voting	51408215	2251650	4.3799	2250580	1070	99.9525	0.0475
	Poll		6820	0.0133	6820	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51408215	2258470	4.3932	2257400	1070	99.9526
Total		110681390	61430780	55.5024	61429710	1070	99.9983	0.0017
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Refex Industries Limited
(CIN: L45200TN2002PLC049601)
2nd Floor, No.313, Refex Towers, Sterling Road,
Valluvar Kottam High Road, Nungambakkam,
Chennai, Tamil Nadu-600034, India.

Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 02nd (Second) Extra-ordinary General Meeting ("EGM") of the Equity Shareholders of Refex Industries Limited ("the Company") held on Wednesday, March 27, 2024 at 11:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Respected Sir,

I, CS Mehak Gupta, Company Secretary in Practice (FCS: 10703) and Proprietor of M/s Mehak Gupta & Associates, Company Secretaries, New Delhi has been appointed by the Board of Directors of **Refex Industries Limited ("RIL")** as the Scrutinizer in its meeting held on March 02, 2024, to scrutinize the remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 (including the statutory modification and re-enactment(s) thereof ('Remote e-voting'); and the e-voting done by the Shareholders at the 02nd Extra-ordinary General Meeting ("EGM") of the Company held on Wednesday, March 27, 2024 at 11:00 a.m. (IST) through video conferencing / other audio visual means ("VC/OAVM").

The EGM was held through VC/OAVM pursuant to the General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; and 10/2022 dated December 28, 2022, issued by Ministry of Corporate Affairs, Government of India, read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter collectively referred to as "**Applicable Circulars**"). The Applicable Circulars provide relaxation to companies to hold their EGM through VC/OAVM including the manner of voting at the meeting.

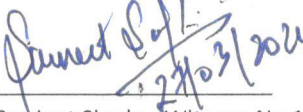


1. The Scrutinizer is appointed under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time. As the Scrutinizer, I had scrutinized the process of e-voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM; and
2. My responsibility as a Scrutinizer is restricted to give a consolidated report on votes cast by the Shareholders for the resolutions (businesses) contained in the Notice dated March 02, 2024, through E-voting facility available for the EGM; based on the reports generated from the E-voting system provided by the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide E-voting facility and attendance papers/documents furnished to me electronically by the Company and/or Central Depository Services (India) Limited ("CDSL" or "Service Provider") for my verification.

It was informed that the Notice dated March 02, 2024, convening the Extra-ordinary General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent electronically to the Shareholders of the Company.

The Consolidated Report on E-voting done through E-voting system by the Shareholders is submitted as follows:

- (a) The Company had appointed CDSL as the Service Provider for the purpose of extending the facility of E-voting system to the Shareholders of the Company through remote e-voting and during the meeting.
- (b) CDSL had provided a system for recording the votes of the Shareholders electronically on all the items of the business sought to be transacted at the EGM of the Company.
- (c) CDSL had set up electronic voting facility (Remote e-voting) on their website, helpdesk.evoting@cdslindia.com. The Company had uploaded the EGM notice setting out all the items of the business to be transacted at the meeting, on the website of the Company and on the Service Provider to facilitate their Shareholders to cast their vote through Remote e-voting.
- (d) The Cut-off date for the purposes of identifying the Shareholders who were entitled to vote on the resolutions set out in the notice was Friday, March 22, 2024.
- (e) The Remote e-voting period commenced from Sunday, March 24, 2024 (9:00 a.m. IST) and ended on Tuesday, March 26, 2024 (5:00 p.m. IST), thereafter, the Remote e-voting module was disabled by the Service Provider.
- (f) The votes casted through Remote e-voting facility were simultaneously unblocked after the conclusion of the Meeting, by me as a Scrutinizer in the presence of Mr. Sumeet Singla and Mr. Laxman Singh who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014. They are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence:


(Sumeet Singla - Witness No 1)


(Laxman Singh- Witness No 2)

- (g) For the purpose of considering the total votes casted by the Shareholders the votes casted through Remote e-voting were tabulated.
- (h) The Register, all other papers and relevant records relating to E-voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Extra-ordinary General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.



- (i) I submit herewith the Consolidated Scrutinizer's Report on the results of the Remote e-voting based on the reports generated by CDSL, scrutinized and relied upon by me as under:

Note:

- The percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast (excluding abstain votes) through E-voting.
- 44 (Forty-Four) shareholders were present at the Meeting.

SPECIAL BUSINESS:

1. Item No. 1 of the Notice (As a Special Resolution)

Issue of Equity Shares on a preferential basis to a Promoter

Particulars	Votes cast in favour/Assent (A)			Votes cast against/Dissent (B)			Total Valid Votes (A+B)		Abstain votes/Invalid	
	No. of share holders	No. of votes	%age	No. of share holders	No. of votes	%age	No. of votes	%age	No. of shareholders	No. of votes
Remote E-voting	30	61422840	99.987	4	1120	0.002	61423960	100	-	-
Voting during the EGM	2	6820	0.011	-	-	-	6820	100	-	-
Total	32	61429660	99.998	4	1120	0.002	61430780	100	-	-

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, the Special Resolution with regard to Item No. 1 as set out in the Notice of the EGM is passed in favor of the resolution with requisite majority.

2. Item No. 2 of the Notice (As a Special Resolution)

Issue of Warrants on a preferential basis to a Promoter

Particulars	Votes cast in favour/Assent (A)			Votes cast against/Dissent (B)			Total Valid Votes (A+B)		Abstain votes/Invalid	
	No. of share holders	No. of votes	%age	No. of share holders	No. of votes	%age	No. of votes	%age	No. of shareholders	No. of votes



	No. of share holders	No. of votes	%age	No. of shareholders	No. of votes	%age	No. of votes	%age	No. of shareholders	No. of votes
Remote E-voting	30	61422840	99.987	4	1120	0.002	61423960	100	-	-
Voting during the EGM	2	6820	0.011	-	-	-	6820	100	-	-
Total	32	61429660	99.998	4	1120	0.002	61430780	100	-	-

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, the Special Resolution with regard to Item No. 2 as set out in the Notice of the EGM is passed in favor of the resolution with requisite majority.

3. Item No. 3 of the Notice (As a Special Resolution)

Change in the Main Object clause of the Memorandum of Association of the Company

Particulars	Votes cast in favour/Assent (A)			Votes cast against/Dissent (B)			Total Valid Votes (A+B)		Abstain votes/Invalid	
	No. of share holders	No. of votes	%age	No. of shareholders	No. of votes	%age	No. of votes	%age	No. of shareholders	No. of votes
Remote E-voting	31	61422890	99.987	3	1070	0.002	61423960	100	-	-
Voting during the EGM	2	6820	0.011	-	-	-	6820	100	-	-
Total	33	61429710	99.998	3	1070	0.002	61430780	100	-	-



As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, the Special Resolution with regard to Item No. 3 as set out in the Notice of the EGM is passed in favor of the resolution with requisite majority.

All the three (3) Resolutions mentioned in the Notice of the EGM as per the details above, stand passed by the Shareholders of the Company with requisite majority and hence deemed to have been passed on the date of the EGM, i.e., Wednesday, March 27, 2024.

I hereby confirm that I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through remote e-voting and E-voting during the EGM, by the Shareholders of the Company.

All the relevant records relating to E-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours Faithfully,

For Mehak Gupta & Associates
Company Secretaries
Peer Review No. 1643/2022



Mehak Gupta
Practicing Company Secretary
Scrutinizer
FCS 10703
COP 15013



UDIN: F010703E003638481

Place: New Delhi
Date: March 27, 2024

For Refex Industries Limited

Counter signed by:



G. Divya
Company Secretary

Company Secretary (On behalf of the Chairman)
Refex Industries Limited