



Refex Industries Limited

CIN No. L45200TN2002PLC049601



To:

30.05.2019

**Bombay Stock Exchange Ltd.,
25th Floor, P.J Towers,
Dalal Street, Fort,
Mumbai – 400 001**

Dear Sir,

Sub: Annual Secretarial Compliance Report For The Year Ended 31st March, 2019

Pursuant to the Regulation 24A of SEBI (LODR) Regulation 2015 and with reference to the SEBI Circular dated February 08, 2019 vide SEBI Circular No: CIR/CFD/CMD1/27/2019, we herewith enclose the Annual Secretarial Compliance Report for the year ended March 31, 2019 as given by a Company Secretary in Practice.

Kindly confirm the receipt of the same.

Thanking You,

Yours Faithfully,

For Refex Industries Limited

Encl. as above


S. Gopalakrishnan
Company Secretary



**SECRETARIAL COMPLIANCE REPORT OF REFEX INDUSTRIES LIMITED
(CIN NO. L45200TN2002PLC049601 FOR THE YEAR ENDED 31ST MARCH 2019**

**BOARD OF DIRECTORS
REFEX INDUSTRIES LIMITED
11TH FLOOR, BASCON FUTURA IT PARK, NEW NO. 10/2,
OLD NO. 56L, VENKAT NARAYANA ROAD, T NAGAR
CHENNAI 600 017**

I have examined:

(a) all the documents and records made available to us and explanation provided by **REFEX INDUSTRIES LIMITED** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31ST MARCH 2019** (Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

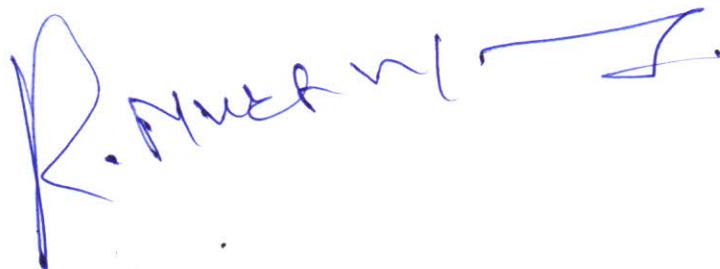
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (NOT APPLICABLE DURING REVIEW PERIOD)

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (NOT APPLICABLE DURING REVIEW PERIOD)



(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (NOT APPLICABLE DURING REVIEW PERIOD)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NOT APPLICABLE DURING REVIEW PERIOD)

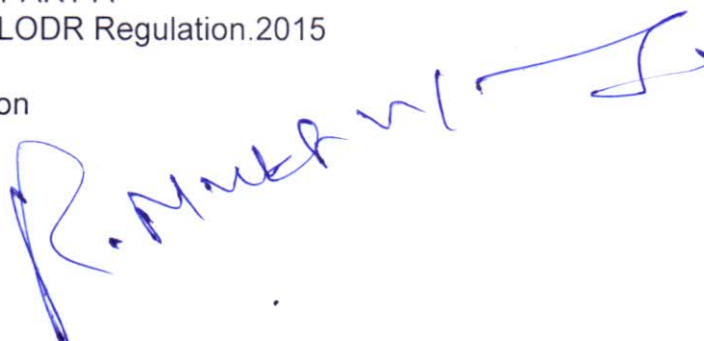
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (NOT APPLICABLE DURING REVIEW PERIOD)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("DP") (with effect from 3rd October 2018), and circulars/ guidelines issued thereunder;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except in respect of matters specified below:-**

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Submission of Share holding pattern Under Regulation 31 Of SEBI (LODR) 2015 Within 21 days from End of quarter (For quarter ended Mar 31,2018)	Submitted to Stock Exchanges with 5 day delay	Fine imposed by Bombay Stock Exchange (BSE)
2	Regulation 30 read along with regulation 33 for Submission of Audited financial Results for the Year ended 31 st March 2018 within 30 minutes Of closure of Board Meeting As required under PART A To Schedule III to LODR Regulation.2015 for disclosure of Events or information	Submitted to Stock Exchanges with 1 day delay	



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
1	BSE	Regulation 31 Non submission of the shareholding pattern within period prescribed period for quarter ended Mar 31,2018	Imposition of fine of Rs.3540	Fine paid by the company
2	SEBI	Against Mr Anil T jain Promoter & Managing Director for Violation of Regulation of then Existing 13(3) Of SEBI (PIT) Regulations, 1992 and regulation 7(1A) of then existing SEBI (SAST) regulations, 1997. Regulation 11(2) of SEBI (SAST) Regulations, 1997 Regulations 3(a), (b), (c), (d) and 4(1), 4(2)(a) & (d) of SEBI (Prohibition of Fraudulent and Unfair Trade Practice Regulations, 2003	Imposition of penalty of Rs. 1,00,00,000 (Rupees One Crore only) vide adjudication order dated May 18,2018 for insider trading	Under Appeal with Securities Appellate Tribunal(SAT) by Mr Anil Jain

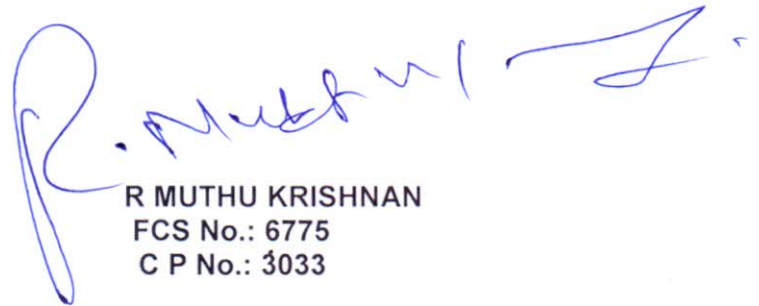
R. M. ...

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
2	SEBI	**Against Mr T Jagdish Jain (Promoter Till 25 th March 2019) for violation of Section 12A(d),(e) of SEBI Act, 1992 & Regulation 4(1) read with 4(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Imposition of Penalty of Rs.15 Lakhs vide adjudication order dated 13April 2018 for insider trading	As per the information furnished by the company Mr T Jagdish Jain has paid the penalty during Sep 2018

** Upon reclassification approval given by both BSE and NSE , Shri T Jagdish Jain ceased to be a promoter and was classified as a public shareholder effective from 25th March 2019 In terms Of Regulation 31 A of SEBI (LODR) Regulations 2015

(d) This report being the first report under Regulation 24A of LODR, the requirement to take any actions to comply with the observations made in previous reports do not arise.

Place:CHENNAI
Date: 29TH MAY 2019


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

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