

To:

25.07.2020

BSE Limited Corporate Relationship Department P. J. Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 532884	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: REFEX
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Dear Sir,

Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) 2015

This has 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, 2020 as given by a Company Secretary in Practice.

Kindly confirm the receipt of the same.

Encl. as above

Thanking You,

**For Refex Industries Limited**

S Gopalakrishnan
Company Secretary

Refex Industries Ltd.,

Regd Office: No. 10, Bascon Futura SV IT Park,
11th Floor, Venkatnarayana Rd, T. Nagar,
Chennai - 600017. Ph : +91 44 4340 5950
E : info@refex.co.in | www.refex.co.in

Factory: No. 1/171, Old Mahabalipuram Road,
Thiruporur - 603110, Chengalpattu District,
Tamil Nadu. Ph : +91 44 2744 5295
CIN : L45200TN2002PLC049601



**SECRETARIAL COMPLIANCE REPORT OF REFEX INDUSTRIES LIMITED
(CIN NO. L45200TN2002PLC049601 FOR THE YEAR ENDED 31ST MARCH 2020**

**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 2020** (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;


R. MUTHU KRISHNAN, FCS
Practicing Company Secretary
CP NO: 3033
FCS NO: 6775

(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;

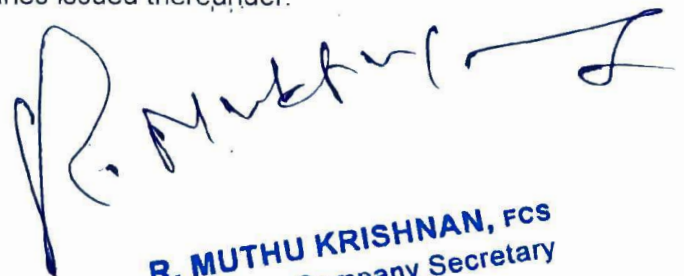
(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("DP"). and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

(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) No action was 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:

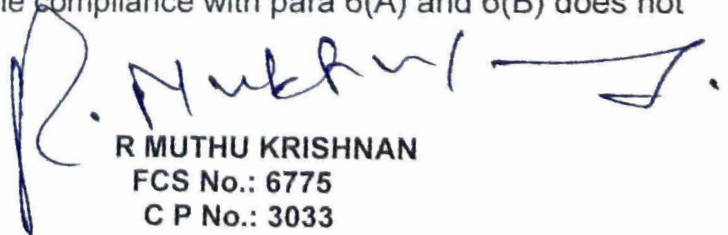


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(d) There was no pending observation in the previous report outstanding for any actions to be taken by the company to comply with such observations except as follows in respect of an action taken against a promoter of the Company.

Observation in Previous Audit Report	Action taken by Promoter	Comments
<p>1</p> <p>SEBI Action 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.100 Lakhs</p> <p>vide adjudication order dated May 18,2018</p>	<p>Under Appeal with Securities Appellate Tribunal(SAT) by Mr Anil Jain</p>	<p>Matter continues to be under Appeal</p>

(e) Compliance with SEBI Circular No. CIR/CFD/CMD1/114/2019, dated October 18, 2019: There is no instance of resignation of the statutory auditor during the period under review. Hence commenting on the compliance with para 6(A) and 6(B) does not arise.


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

Place:CHENNAI
 Date: 24TH JULY 2020

UDIN NO. F006775B000501533



R. MUTHU KRISHNAN, FCS
 Practicing Company Secretary
 CP NO: 3033
 FCS NO: 6775