

August 30, 2024

BSE Limited 1 st Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001 Security Code: 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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Ref.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Sub: Amendment to the Articles of Association of the Company.

Dear Sir/ Madam,

With reference to the captioned subject, we would like to inform you that the shareholders of the Company, in their 22nd Annual General Meeting held on **Friday, August 30, 2024**, *inter alia*, have approved amendment to the Articles of Association (“AOA”) of the Company, by way of a special resolution.

The brief details of the amendment to the AOA in terms of Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations read with circulars issued thereunder are given in **Annexure A**.

You are requested to take the same on your record.

Thanking You.

Your faithfully,
For **Refex Industries Limited**

Ankit Poddar
Company Secretary & Compliance Officer
ACS-25443

Refex Industries Limited
A Refex Group Company

CIN: L45200TN2002PLC049601

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Details of amendment to the Articles of Association (“AOA”) of the Company

Article No.	Existing Article	Amendment	Amended Article	Justification
14(1)(iv)	<p>“After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the members and the Company:</p> <p>A. to employees under any scheme of employees’ stock option subject to special resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable laws; or</p> <p>B. to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred herein above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder”</p>	Deleted	Not applicable	<p>In order to avoid the repetition of the similar provisions at two places in the Articles, it is proposed to delete the Article no. 14(1)(iv) and modify the similar Article No. 100(III) by aligning the same in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p>
100(III)	<p><i>“to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub-articles (i) or Article (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules and such other conditions, as may be prescribed under Law.”</i></p>	Substituted	<p>“After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the members and the Company:</p> <p>A. to employees under any scheme of employees’ stock option subject to special resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable laws; or</p> <p>B. to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred herein above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder”</p>	<p>In order to avoid the repetition of the similar provisions at two places in the Articles, it is proposed to delete the Article no. 14(1)(iv) and modify the similar Article No. 100(III) by aligning the same in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p>