

POSTAL BALLOT NOTICE
(Pursuant to 192A of the Companies Act, 1956)

Dear Member(s)

Pursuant to the provisions of Section 21 and Section 17 and other applicable provisions of the Companies Act 1956, if any, the following resolutions are circulated to the shareholder's for obtaining their consent / dissent for empowering the Board of Directors to take decisions with respect to the following ;

1. to change the name of the company from 'Refex Refrigerants Limited' to 'Refex Industries Limited'
2. To add a new object to the Main objects of the company forming part of Clause III (A) to the memorandum of association of the company.

As per the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the consent of the shareholders for the above resolutions is required to be obtained by means of postal ballot.

Accordingly, a postal ballot form, self addressed pre-paid envelope along with proposed Resolutions and explanatory statements is appended herewith for your consideration. The Board of the company, in its meeting held on 30th September 2013, has appointed Shri R Muthu Krishnan a practicing Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to read carefully the instructions appearing in the postal ballot form, record their assent or dissent to the above mentioned proposal(s) and return the duly completed form in original in the enclosed self addressed postage prepaid envelope, so as to reach the Scrutinizer on or before 7th November 2013 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member.

The Scrutinizer will submit his report to the Chairman of the Board after completion of scrutiny and the results of the postal ballot will be announced at the Registered Office of the Company on Friday, 8th November 2013 at 5.00 p.m.

All the documents relevant to the proposed resolution are open for inspection at the Registered Office of the Company between 9.30 a.m. and 11.30 a.m. on all working days up to Thursday, 7th November, 2013.

By Order of the Board
For Refex Refrigerants Limited

T. Anil Jain
Managing Director

Place : Chennai
Date : 07-10-2013

INSTRUCTIONS

1. A Shareholder desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer to the **Corporate office** address of the Company in the attached self-addressed envelope. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, deposited with the Company in person or sent by courier at the expenses of the shareholder(s) shall **also** be accepted by the Company.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder(s). In case of joint share holding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
4. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.
5. Incomplete or unsigned Postal Ballot Form shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Company not later than by 5.00 p.m. on Thursday, 7th November 2013. Postal Ballot Form received after this date and time will be strictly treated as if the reply such shareholder has not been received.
7. In the case of Share held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant board resolution/authorization.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholder(s) as on **7th October 2013**.

POSTAL BALLOT

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

To the Share Holders

Notice is hereby given pursuant to Sec 192 A of the Companies Act, 1956 read with Companies (Passing of resolution by Postal Ballot) Rules, 2011, as amended from time to time to transact the following special business by shareholders of the Company by passing resolution through postal ballot.

TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS.

SPECIAL RESOLUTION U/S 21 TO THE COMPANIES ACT, 1956 FOR CHANGE OF NAME OF THE COMPANY.

POSTAL BALLOT FORM

1. Name(s) of shareholder(s)
(including joint holders, if any)
2. Registered address of the sole :
First named shareholders
3. Registered folio No. /
DP ID/Client ID No.
(* Applicable to investors holding shares
In dematerialized form)
4. Number of shares held
5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the notice of the Company by sending my / our assent or dissent in the said resolutions by placing the tick (✓) mark at the appropriate box below.

| Item No. | Description | No. of Shares held | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|----------|---|--------------------|-------------------------------------|--|
| 1. | Special Resolution for change of name of the company from "Refex Refrigerants Limited" to 'Refex Industries Limited' u/s 21 to the Companies Act, 1956 | | | |
| 2. | Special Resolution u/s 17 to the Companies Act, 1956 for addition of an object as para to the Main objects of the company forming part of clause III (A) to the Memorandum of Association of the company as more detailed in the enclosed resolution. | | | |

Place :

Date :

(Signature of the Shareholders)

Resolved that subject provisions of Section 21 and all other applicable provisions of the Companies Act, 1956, and subject to such approvals as may be necessary from Central Government and other concerned statutory authorities, if any, the name of the Company be and is hereby changed to

REFEX INDUSTRIES LIMITED

Resolved further that name of the Company wherever it appears in Memorandum and Articles of Association be and is hereby changed to REFEX INDUSTRIES LIMITED

SPECIAL RESOLUTION U/S 17 TO THE COMPANIES ACT, 1956 FOR ADDITION OF AN OBJECT AS CLAUSE 8 TO THE MAIN OBJECT OF THE COMPANY FORMING PART OF CLAUSE III (A) TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

RESOLVED that pursuant to Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to all statutory approvals, if any, wherever necessary, required and applicable, the consent of the company be and is hereby given to for amending the Main Objects of the Company forming part of Para III (A) to the Memorandum of Association by adding the following clause as clause 8 after the existing clause 7.

8. To carry on the business of purchasers, promoters, developers, vendors, builders and real estate brokers of land and building sites, flats, apartments, dwelling houses, resorts, commercial complexes, offices, shops and properties or building and engineering consultants.

**By Order of the Board
For Refex Refrigerants Limited**

**Place : Chennai
Date : 07-10-2013**

**T. Anil Jain
Managing Director**

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

ITEM 1

The company's name is proposed to be changed from the present name to REFEX INDUSTRIES LIMITED to indicate the changed and wider spectrum of activities consequent to the businesses relating to generation of solar energy being engaged into by the company since 2011 for which the approval of members for amendment to the Main Objects of the Company have already been obtained in June 2009 and the same having been duly registered with Registrar of Companies, Tamil Nadu. As the income earned by the company has substantially increased from Rs.3.53 Crores in 2011-12 to Rs. 12.83 Crores in 2012-13 your Board of Directors is of the opinion that the present name signifies only the business of refilling of refrigerant gases and hence the name needs to be changed to indicate the wider range of business already being engaged in by the company.

The said name has already been made available by the Registrar of Companies on 17-09.2013. The proposed name change requires approval of members and of Central Government in terms of Section 21 of the Companies Act, 1956.

The Directors recommend the resolution for members' approval as it would indicate the wider nature of main objects and activities of the company.

In the terms of Section 102 of the Companies Act, 2013, none of the Directors or Key Management Personnel or their relatives are interested or concerned in the resolution.

ITEM 2

As the members are aware, your Company at present is engaged in the business of refilling of environment friendly refrigerant gases and products and solar energy generation.

Your Board of Directors as a part of diversification has thought fit and prudent to foray into property development and allied activities as your promoters carry with themselves experience in the said activities.

With owning a home becoming a dream of every Indian, with increase in standards of living and expansion of city limits with people preferring to move out of the heart of the city to outer limits where the land prices are more affordable, the property development business is getting a higher fillip. The availability of easy home loans from banks and financial institutions as well as the steps proposed to be taken by both Central Government and State Government for regulating the property development industry in form of legislation would leave more place for better organized and more serious players in the industry.

Considering this scenario, your Board of Directors felt that it would be better, in the interest of the all the stake holders including the members of the company, if the company makes its foray into property development activities which would create more value addition for the share holders. The board has drawn up elaborate plans for concluding certain business in this new area of business and proposes to launch the company in the new business immediately upon receiving approval from its members for the addition of new line of business to the main objects of the Memorandum of Association of the company.

In view of the benefits foreseen as aforesaid, Board recommends the adoption of the said resolution.

In terms of Section 102 of the Companies Act, 2013, none of the Directors or Key Management Personnel or their relatives are interested or concerned in the resolution.

**By Order of the Board
For Refex Refrigerants Limited**

**Place : Chennai
Date : 07-10-2013**

**T. Anil Jain
Managing Director**
