



POSTAL BALLOT NOTICE

(Pursuant to Section 293 (1) (a) and 192A of the Companies Act, 1956)

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Dear Member(s),

Pursuant to the provisions of Section 293(1) (a) and other applicable provisions of the Companies Act, 1956, if any, the following resolutions are circulated to the shareholders' for obtaining their consent / dissent for empowering the Board of Directors to take decisions with respect to the following :

1. Transfer, sell, lease, license or otherwise dispose of the whole or substantially whole of assets 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 purposes is required to be obtained by means of postal ballot.

Accordingly, a postal ballot form, self addressed pre paid envelop along with proposed Resolutions and explanatory statements is appended herewith for your consideration. The Board of the company, in its meeting held on 12th July 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 22nd August 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, 23rd August 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 am and 11.30 am on all working days upto Thursday, 22nd August 2013.

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

**T. Anil Jain
Managing Director.**

Place : Chennai

Date : 12.07.2013

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, 22nd August 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 this 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 19th July 2013.

POSTAL BALLOT FORM

1. Name(s) of shareholder(s)
(including joint holders, if any)
2. Registered address of the sole /
First named shareholder
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.	Enabling Ordinary Resolution for Sale/lease/ otherwise dispose off whole or substantially whole of the assets of the company u/s 293 (1) (a) to the Companies Act, 1956.			

Place :

Date :

(Signature of the Shareholders)

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 share holders of the Company by passing resolution through postal ballot.

DRAFT ORDINARY RESOLUTION U/S 293(1) (a) TO THE COMPANIES ACT, 1956 FOR SALE OR DISPOSAL OF THE WHOLE OR SUBSTANTIALLY WHOLE OF THE ASSETS OF THE COMPANY

TO CONSIDER, AND IF THOUGHT FIT, THE PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

“Resolved that pursuant to Section 293(1) (a) and other applicable provisions of the Companies Act, 1956, and the Memorandum and Articles of Association of the Company and subject to such other permissions, consents and approvals, if any required from concerned authorities, bodies and agencies and subject to such conditions as may be prescribed by them and which may be agreed to by the Board of Directors of the company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof or any individual director to which all or any of the powers hereby conferred on the Board are or may hereafter be delegated) the consent, authority and approval of the Company be and is hereby accorded to the Board to transfer, sell, lease, licence or otherwise dispose of the of all or any of the immoveable and moveable properties of the Company wheresoever situate, including landed properties whether already mortgaged or otherwise, in full or in part to any other person and in such manner/arrangements as the Board may consider appropriate for such consideration, on such terms and conditions and with effect from such date as may be decided by the Board (including any committee there of or any other individual director which the Board may decide) and to finalise and execute all such documents including agreements, deeds of assignment/conveyance and other documents as the Board (or any committee there of or any other individual director which the Board may decide) may deem necessary or required and to do all such other acts, deeds, matters and things which are incidental and consequential thereto or which may be considered necessary by the Board.”

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

**T. Anil Jain
Managaing Director.**

Place : Channal

Date : 12.07.2013

EXPLANTORY STATEMENT U/S 173(2) OF THE COMPANIES ACT, 1956

Your company has plans to restructure its business in the scenario of depleted business opportunities and to pay off its liabilities with Bank to bring down the financial cost. The plans include restructuring its assets which are in surplus and which can be deployed to pay off its high cost debts so that emphasis can be made on other useful assets.

In light of this, your Board of directors have identified certain movable and immovables assets, including landed properties, of the company which could be transferred, sold or disposed off in other manner to other person or in any manner as the Board may consider appropriate, as part of the option to rationalize/restructure this business.

Accordingly, in terms of Section 293(1) (a) and other applicable provisions of the Companies Act, 1956, consent of the Members is being sought through postal ballot for passing Ordinary Resolution as set out in the Notice. This will enable the Board of Directors to take and implement appropriate decision.

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

**T. Anil Jain
Managaing Director.**

**Place : Channai
Date : 12.07.2013**