



Refex Industries Limited

CIN No. L45200TN2002PLC049601



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

25.05.2018

Dear Sir / Madam,

Sub: Outcome of the Board Meeting held on 25.05.2018

This is to inform you that our Board met on 25.05.2018 and approved the Audited Financial Results of the Company for the Quarter and Year ended 31st March 2018 along with the Standalone and Consolidated Auditors' Report and impact of Auditors' Qualification a copy of which is enclosed for your kind reference.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours' Faithfully,

For Refex Industries Limited


S. Gopalakrishnan
Company Secretary

Encl. as above

**Independent Auditors' Report
To the Members of Refex Industries Limited
Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of Refex Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified u/s 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



Basis for Qualified Opinion:

The Company is not providing for liability for gratuity as per actuarial valuation which is not in accordance of the Accounting Standard on Provision for Gratuity (AS-15) (Refer Note 2(i) forming part of Financial Statements) issued by The Institute of Chartered Accountants of India and the impact of which is unascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion above, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018 and its profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable
2. As required by section 143(3) of the Act, we further report, to the extent applicable, that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, except for the effects of the matter described in the Basis for Qualified opinion paragraph, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rule issued thereunder.;
 - e. on the basis of written representations received from the Directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of sub-section (2) of section 164 of the Act;
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as mentioned in Note 25.1(i).
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. The company had an amount of **Rs.43,674/-** being the unclaimed dividend declared in the AGM held in Nov 2009 and due for transfer to Investor Education and Protection Fund (IEPF) by the Company., but the same has been transferred to IEPF as on **31st July 2017**.

For M. KRISHNAKUMAR & ASSOCIATES
Chartered Accountant
R.No.006853S



M. Krishnakumar
Partner
M.No.203929

Place: Chennai
Date: 25th May 2018

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements of the Company for the year ended 31st March 2018, we report that:

1. a) The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
 - b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) The title deeds of immovable properties are held in the name of the company.
2. The inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stock and book records such were not material.
3. (a) According to the information & explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained u/s.189 of the Act, except that it has granted loans of Rs. 3318.26 lakhs, (Rs.3395.59) the yearend balance being Rs.3423.36 (Rs.2677.59) lakhs to two companies covered in the register maintained under section 189 of the Act. In our opinion, the grant of such loan is not prejudicial to the interest of the company.
- (b) In our opinion and according to the information and explanations given to us, the terms of repayment of the loan and payment of interest have not been stipulated; however, they are repayable on the mutual agreement of both the parties involved. As there is no stipulation of payment of interest the question of the receipt of interest does not arise.
- (c) As the company has not stipulated the terms and conditions for repayment of principal and interest, we are unable to comment on the overdue amount.
4. In our opinion and according to the information and explanations given to us, the company has not complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to the loans, investments, guarantees and security made. The Company has granted a loan of Rs.3527.03(Rs.3035.72) lakhs to a company and a corporate guarantee of Rs.37.48 (Rs.37.48 crs) crores which is not in compliance with section 185 of the Act.
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed maintenance of cost records u/s 148 (1) of the Act.
7. a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, custom duty, excise duty, VAT, cess and other statutory dues applicable to it with appropriate authorities and that there are no outstanding dues as on the last day of the financial year for a period of more than six months from the date they became payable except in the following cases:

S.No.	Particulars	Amount (In Rs.)	Details
1.	Maharashtra VAT	Rs.46,73,827 /-	Maharashtra Sales Tax Dept
2.	Income tax	Rs.26,24,382/-	Income Tax for A.Y. 2008-09

b) According to the information and explanations given to us, the particulars of dues in respect of income tax, service tax, sales tax, customs duty, excise duty, VAT and cess, which have not been deposited on account of a dispute, are as follows:

S.No	Particulars	Amount (In. Rs.)	Details
1.	A.Y.2009-10	1,70,61,280/-	Under Appeal with the Hon'ble Income Tax Appellate Tribunal, Chennai
2.	A.Y.2011-12	5,81,45,540/-	Under Appeal with the Hon'ble Commissioner of Income Tax (Appeals), Chennai
3.	2006-07 to 2011-12	9,83,01,807/-	Asst.Commissioner, Thirukazhukundram



8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M. KRISHNAKUMAR & ASSOCIATES
Chartered Accountant
R.No.006853S



M. Krishnakumar

M. Krishnakumar
Partner
M.No.203929

Place: Chennai
Date: 25th May 2018

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Refex Industries Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

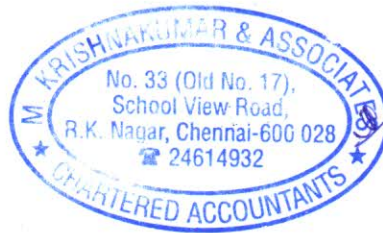
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M. KRISHNAKUMAR & ASSOCIATES
Chartered Accountant
R.No.006853S



A handwritten signature in blue ink, appearing to read "M. Krishnakumar", written over a diagonal line.

M. Krishnakumar
Partner
M.No.203929

Place: Chennai
Date: 25th May 2018

**Independent Auditors' Report
To the Members of Refex Industries Limited
Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Refex Industries Limited (hereinafter referred to as "the Holding Company"), its subsidiary (the Holding Company and its subsidiary together referred to as "the Group), which comprise the Consolidated Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position. Consolidated financial performance and Consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified u/s 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the Consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph of the other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.



Basis for Qualified Opinion:

The Holding Company is not providing for liability for gratuity as per actuarial valuation which is not in accordance of the Accounting Standard on Provision for Gratuity (AS-15) (Refer Note 2(i) in notes forming part of Financial Statements) issued by The Institute of Chartered Accountants of India and the impact of which is unascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion above, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) in the case of Balance Sheet, of the state of affairs of the Group as at March 31, 2018;
- (b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:

- a. We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated financial statements.
- b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
- c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated financial statements.
- d. In our opinion, except for the effects of the matter described in the Basis for Qualified opinion paragraph, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rule issued thereunder.;
- e. On the basis of written representations received from the Directors of the Holding Company as as on 31st March 2018 taken on record by the Board of Directors of the Holding Company and the report of the Statutory Auditors of its subsidiary company incorporated in India, none of the directors of the Holding Company and its subsidiary company incorporated in India, are disqualified as on 31st March 2018 from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- g. with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Holding Company has disclosed the impact of pending litigations as at March 31, 2018 on its Consolidated financial position in its Consolidated financial statements as mentioned in Note 25.1(i).
 - ii. The Holding Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. The Holding Company had an amount of Rs.43,674 being the unclaimed dividend declared in the AGM held in Nov 2009 and due for transfer to Investor Education and Protection Fund (IEPF) by the holding Company, but the same has been transferred to IEPF as on 31st July 2017.



Other Matter

We did not audit the financial statements of one subsidiary company, whose financial statements reflect total assets of Rs. 1.01 Lakhs as at 31st March, 2018, total revenue of NIL and net cash flows amounting to Rs. 0.29 lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management

Place: Chennai
Date: 25th May 2018



For M.KRISHNAKUMAR & ASSOCIATES
Chartered Accountants
FRN.006853S

M.KrishnaKumar
Partner
M.No.203929

**“Annexure A” to the Independent Auditors’ Report of even date on the Consolidated
Financial Statements of Refex Industries Limited
Report on the Internal Financial Controls under Claus (i) of Sub-Section 3 of Section 143 of the
Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Refex Industries Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the Consolidated financial statements of the Holding Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary Company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion



In our opinion, the Holding Company and its subsidiary company incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M.KRISHNAKUMAR & ASSOCIATES
Chartered Accountants
FRN.006853S



A handwritten signature in blue ink, appearing to read "M. Krishna Kumar".

Place: Chennai
Date: 25th May 2018

M.KrishnaKumar
Partner
M.No.203929

**ANNEXURE I****Statement on Impact of Audit Qualifications - (Standalone)**

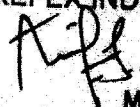
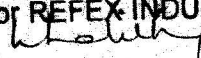

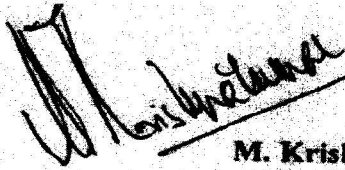
Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	7685.83	7685.83
	2	Total Expenditure	7716.12	7716.12
	3	Net Profit/(Loss)	173.83	173.83
	4	Earnings Per Share	0.61	0.61
	5	Total Assets	9811.17	9811.17
	6	Total Liabilities	9811.17	9811.17
	7	Net Worth	1114.13	1114.13
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	<u>Audit Qualification (each audit qualification separately):</u>			
	a. Details of Audit Qualification:			
	b. Type of Audit Qualification :		Qualified Opinion	
	c. Frequency of qualification:		Repetitive	
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:			
	(i) Management's estimation on the impact of audit qualification:			
	(ii) If management is unable to estimate the impact, reasons for the same:		Provision Towards Gratuity for the year ended 31.03.2018 has not been made in the Books Of Accounts of the Company. The Board is of the opinion that the same will not affect the results of the Company significantly.	



Reflex Industries Limited

CIN No. L45200TN2002PLC049601



<p>(iii) Auditors' Comments on (i) or above:</p>	<p>Nil</p>
<p>Signatories:</p> <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Audit Committee Chairman • Statutory Auditor <p>Place: Date:</p>	<p>For REFEX INDUSTRIES LTD  <u>Managing Director</u></p> <p>For REFEX INDUSTRIES LTD  Authorized signatory</p> <p>For REFEX INDUSTRIES LTD  Director</p> <p> <u>M. Krishnakumar</u> Partner M.No.203929</p> <p>Chennai 25.05.2018</p>



Reflex Industries Limited

CIN No. L45200TN2002PLC049601



ANNEXURE I

Statement on Impact of Audit Qualifications - (Consolidated)


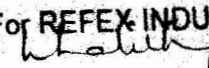

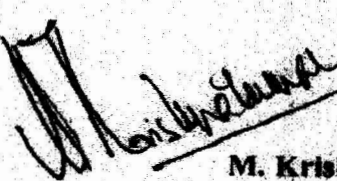
Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	7685.83	7685.83
	2	Total Expenditure	7716.64	7716.64
	3	Net Profit/(Loss)	173.31	173.31
	4	Earnings Per Share	0.61	0.61
	5	Total Assets	9807.18	9807.18
	6	Total Liabilities	9807.18	9807.18
	7	Net Worth	1110.01	1110.01
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification (each audit qualification separately):			
	e. Details of Audit Qualification:			
	f. Type of Audit Qualification :		Qualified Opinion	
	g. Frequency of qualification:		Repetitive	
	h. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:			
	(ii) Management's estimation on the impact of audit qualification:			
	(ii) If management is unable to estimate the impact, reasons for the same:		Provision towards Gratuity for the year ended 31.03.2018 has not been made in the Books Of Accounts of the Company. The Board is of the opinion that the same will not affect the results of the Company significantly.	



Reflex Industries Limited

CIN No. L45200TN2002PLC049601



<p>(iii) Auditors' Comments on (i) or above:</p>	<p>Nil</p>
<p>Signatories:</p> <ul style="list-style-type: none">• CEO/Managing Director• CFO• Audit Committee Chairman• Statutory Auditor <p>Place: Date:</p>	<p>or REFEX INDUSTRIES LTD</p> <p> Managing Director</p> <p>For REFEX INDUSTRIES LTD</p> <p> Authorized signatory</p> <p>For REFEX INDUSTRIES LTD</p> <p> Director</p> <p> M. Krishnakumar Partner M.No.203929</p> <p>Chennai 25.05.2018</p>



Statement of Standalone and Consolidated Audited Financial Results for the year Ended 31st March-2018

PART I

(Rs.in Lacs)

S. No.	Particulars	Standalone				Consolidated		
		Quarter Ended		Year Ended		Year Ended		
		Un Audited		Audited		Audited		
		31.03.2018	31.12.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	
	Income							
I	Revenue From Operations	2888.05	550.74	582.07	7,685.83	3,771.82	7,685.83	3,771.82
II	Other Income	72.83	67.93	166.24	204.12	168.49	204.12	168.49
III	Total Income (I-II)	2,961.49	618.67	748.31	7,889.95	3,940.31	7,889.95	3,940.31
	Expenses							
	Cost of materials consumed	2,773.75	162.54	186.30	1,027.02	442.88	1,027.02	442.88
	Purchase of Traded Goods	-	-	-	5,062.21	1,538.93	5,062.21	1,538.93
	Change in inventory of finished goods, work-in-progress and stock-in-trade	(1641.11)	(17.94)	13.74	(900.62)	(1,791)	(900.62)	(1,791)
	Employee benefits expenses	30.83	37.73	18.34	115.63	52.57	115.63	52.57
	Depreciation & Amortisation Expenses	20.08	21.28	20.34	82.75	78.74	82.75	78.74
	Finance Cost	4.42	55.81	62.27	116.74	225.41	116.74	225.41
	Other Expenses	507.84	369.35	385.27	1,711.59	1,522.99	1,712.51	1,523.61
	Total expenses (IV)	3016.79	688.27	687.84	7716.12	3886.99	7716.64	3887.61
V	Profit / (Loss) before exceptional items and tax (I-IV)	(55.30)	10.40	60.47	173.83	53.32	173.31	52.70
VI	Exceptional Items	-	-	-	-	-	-	-
VII	Profit / (Loss) before tax (V-VI)	(55.30)	10.40	60.47	173.83	53.32	173.31	52.70
VIII	Tax Expenses							
	Current tax	-	-	-	-	-	-	-
	Profit after tax, before Deferred Tax	(55.30)	10.40	60.47	173.83	53.32	173.31	52.70
	Deferred Tax	(79.56)	-	(79.81)	(79.56)	(79.81)	(79.56)	(79.81)
IX	Net Profit / (Loss) from Ordinary activities after Tax (9:10)	(134.86)	10.40	53.66	94.27	46.31	93.75	45.69
X	Extraordinary Items (Net of tax expenses)	-	-	-	-	-	-	-
XI	Net Profit / (Loss) for the period (11:12)	(134.86)	10.40	53.66	94.27	46.31	93.75	45.69
XII	Share of profit / (loss) of associates	-	-	-	-	-	-	-
XIII	Minority Interest	-	-	-	-	-	-	-
XIV	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13:14)	(134.86)	10.40	53.66	94.27	46.31	93.75	45.69
XV	Paid-up equity share capital (Face Value Rs. 10/- Per Share)	1547.52	1547.52	1547.52	1547.52	1547.52	1547.52	1547.52
XVI	Reserves excluding Retention reserves as per Balance Sheet of previous accounting year	N.A.	N.A.	N.A.	(527.84)	(573.95)	(437.31)	(551.25)
XVII	Earnings Per Share (EPS) (Face Value Rs.10/-)							
	a. Basic and Diluted EPS before Extraordinary Items	(0.87)	0.07	0.35	0.61	0.30	0.61	0.30
	b. Basic and Diluted EPS after Extraordinary Items	(0.87)	0.07	0.35	0.61	0.30	0.61	0.30

Part-II Segment wise Revenue, Results and Capital Employed Under Regulation 33 of SEBI (LODR), Regulations 2015								
S. No.	Particulars	Standalone				Consolidated		
		Quarter Ended		Year Ended		Year Ended		
		Un Audited		Audited		Audited		
		31.03.2018	31.12.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	
	Segment Revenue (Net Sales / Income)							
1	a.Solar Power	296.99	309.99	323.44	1,259.14	1,297.06	1,299.14	1,297.06
	b.Refrigerant Gas	161.82	241.45	258.61	1,007.89	722.15	1,007.89	722.15
	c. Trading	-	-	-	966.00	1,742.61	966.00	1,742.61
	d. Service	2,429.34	-	-	4,453.20	-	4,453.20	-
	Total	2888.05	550.74	582.07	7,685.83	3,771.82	7,685.83	3,771.82
2	Segment Results							
	Profit/Loss before interest and tax							
	a. Solar Power	(107.60)	4.44	32.10	(19.96)	53.97	(19.96)	53.97
	b.Refrigerant Gas	(77.27)	22.13	(75.60)	(250.58)	43.32	(251.10)	43.32
	c.Trading	-	-	-	25.55	-	25.55	-
	d. Service	81.22	-	-	(311.45)	-	(311.45)	-
	Total	(125.71)	(2.52)	(43.50)	36.46	137.29	36.46	137.29
	Less: Finance cost	4.42	55.81	62.27	116.74	225.46	116.74	225.46
	Add: Other Income	72.83	67.93	166.24	204.12	168.49	204.12	168.49
	Profit / (Loss) after tax	(55.30)	10.40	60.47	173.83	53.32	173.31	52.70
3	Segment Assets							
	a.Solar Power	111.18	25.62	14.51	111.18	14.51	111.18	14.51
	b.Refrigerant Gas	4238.39	1796.18	601.98	4238.39	601.98	4238.39	601.98
	c. Job Work	-	853.21	-	-	-	-	-
	d.Trading	-	609.50	651.50	-	651.50	-	651.50
	e.Service	1815.58	-	-	1815.58	-	1815.58	-
	c. Unallocable	5046.02	6894.27	4740.32	2658.03	4740.32	2652.03	4740.32
	Total Assets	9811.17	9,980.86	6908.31	9,811.17	6908.31	9,807.13	6905.01
	Segment Liabilities							
	a.Solar Power	218.42	37.95	114.26	218.42	114.26	218.42	114.26
	b.Refrigerant Gas	1970.27	152.89	662.34	1970.27	662.34	1970.27	659.04
	c. Job Work	-	881.54	-	-	-	-	-
	d.Trading	-	515.01	515.01	-	515.01	-	515.01
	e. Service	3282.01	-	-	3282.01	-	3282.01	-
	c. Unallocable	4248.07	8,391.47	4,716.70	4,530.47	4,716.70	4,530.47	4,716.70
	Total Liabilities	9811.17	9,980.86	6908.31	9,811.17	6908.31	9,807.13	6905.01
	Note : Since the Company is paying Lease Rentals to M/s.Emd Mining and Industries Ltd for utilising the infrastructural facilities provided to it for generating solar power all the capital employed directly relates to Refrigerant Gas Business.							
<p>Notes:</p> <p>1 The above audited financial results of the Company for the year end March 31st, 2018 have been reviewed by the audit committee and thereafter approved by the Board at their meeting held on May 25th, 2018.</p> <p>2 The audited financial results of the company for the year ended March 31, 2018 have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed in u/s 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standard) Rules, 2016 as amended.</p> <p>3 The consolidated financial results of the company for the year ended March 31, 2018 have been prepared in accordance with the applicable accounting standards and based on the audited accounts of the subsidiary</p> <p>4 The figures for the last quarter are the balancing figures between Audited figures in respect of full financial year upto March 31, 2018/March 2017 and the unaudited published year to date figures upto Dec-31, 2017/Dec-31 2018 being the date of the end of that quarter of the financial year respectively which were subject to limited review.</p> <p>5 With effect from July 01, 2017 Goods & Service tax (GST) has been implemented which has replaced several indirect taxes including excise duty. While (INDAS) required excise duty to be included while computing revenues. GST is required to be excluded for revenue Computation.</p> <p>6 The Company's business activities falls into the following segments: a. Refrigerant Gas b. Electrical Energy c. Trading & Services</p> <p>7 Previous year figures have to be re-grouped/re-classified to make them comparable to the figures of the Current Year.</p>								
<p>BY ORDER OF THE BOARD</p> <p><i>A.J.</i></p> <p>ANIL JAIN MANAGING DIRECTOR DIN: 00181960</p>								
<p>Place :Chennai Date: 25.05.2018</p> <p align="center"> Reflex Industries Limited Regd Office: No.20, Mooker Nallamuthu Street, Chennai - 600 001. CIN No.L45200TN2002PLCC49601 Scrip Code: 532884 Scrip ID : REFEX </p>								

**STATEMENT OF ASSETS & LIABILITIES AS REQUIRED UNDER
CLAUSE 41(1)(EA) OF THE LISTING AGREEMENT**

(Rs. In Lacs)

Particulars	Standalone		Consolidated	
	As at			
	31.03.2018	31.03.2017	31.03.2018	31.03.2017
	Audited			
A.EQUITY & LIABILITIES				
1. SHAREHOLDERS' FUNDS :				
(a) Share Capital	1547.52	1547.52	1547.52	1547.52
(b) Reserves and Surplus	(433.39)	(527.64)	(437.51)	(531.25)
(c) Money received against share warrants	-	-	-	-
subtotal shareholder's fund	1114.13	1019.88	1110.01	1016.27
2. Share application money pending allotment	-	-	-	-
3. Minority interest	-	-	-	-
4. NON-CURRENT LIABILITIES				
(a) Long Term Borrowings	3579.59	3495.27	3579.59	3495.27
(b) Deferred Tax Liabilities (Net)	17.44	-	17.44	-
(c) Other Long term Liabilities	541.43	119.39	541.43	119.39
(d) Long Term Provisions	31.27	31.27	31.27	31.27
Subtotal Non-Current Liabilities	4169.72	3645.93	4169.72	3645.93
5. CURRENT LIABILITIES				
(a) Short Term Borrowings	0.00	0.00	0.00	0.00
(b) Trade Payables	4140.15	846.56	4140.28	846.89
(c) Other Current Liabilities	343.75	452.51	343.75	452.51
(d) Short Term Provisions	43.41	43.41	43.41	43.41
Subtotal Current Liabilities	4527.32	1342.48	4527.45	1342.81
TOTAL - EQUITY AND LIABILITIES	9811.17	6008.29	9807.18	6005.01
B. ASSETS				
1. NON-CURRENT ASSETS				
(a) Fixed Assets	1430.88	1460.29	1430.88	1460.29
(b) Non-current Investments	5.00	5.82	-	0.83
(c) Deferred Tax Assets (Net)	-	62.11	-	62.11
(d) Long term Loans & Advances	415.09	191.81	415.09	191.81
(e) Other non-current Assets	179.62	239.64	179.62	239.64
Subtotal Non-current Assets	2030.60	1959.67	2025.60	1954.68
2. CURRENT ASSETS				
(a) Current Investments	-	-	-	-
(b) Inventories	522.60	122.38	522.60	122.38
(C) Trade Receivables	3637.86	898.18	3637.86	898.18
(d) Cash & Cash equivalents	69.36	76.25	69.65	76.40
(e) Short term Loans & Advances	3550.74	2945.60	3551.46	2947.16
(f) Other Current Assets	0.00	6.21	0.00	6.21
Subtotal Current Assets	7780.57	4048.62	7781.58	4050.33
TOTAL ASSETS	9811.17	6008.29	9807.18	6005.01

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