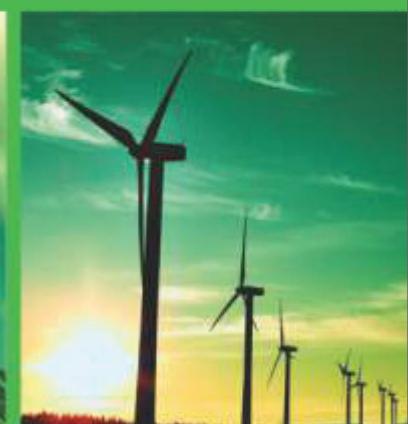


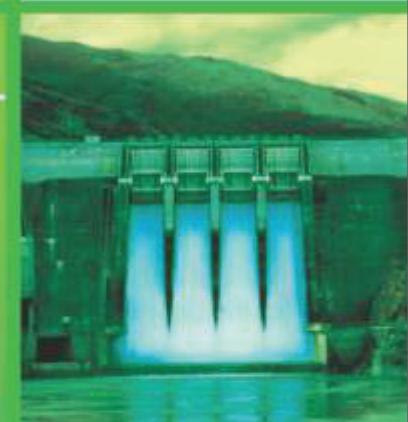


12<sup>th</sup> ANNUAL REPORT, 2013-2014



LET'S GO

GREEN



**Refex Industries Limited**  
(Formerly Refex Refrigerants Limited)



# **Refex Industries Limited**

**(Formerly Refex Refrigerants Limited)**

**12th**  
**ANNUAL REPORT,**  
**2013-2014**

## The Refex Belief

At Refex we believe in continuously improving ourselves, our processes and our products in a way that compliments and benefits the world we live in and the people we live with. It is our strong base values and our committed working spirit that helps us set new standards as a corporate body.





# let's go green



“Let's Go Green” is one of the primary philosophies at Refex. The harm done by Ozone Depleting Substances such as CFCs and HCFCs, were recognized years ago. Mainly found in air conditioning, refrigerating equipments, aerosols, these substances damage the Ozone layer allowing harmful Ultra Violet rays to enter the atmosphere. An overexposure to UVB radiation can cause sunburn and some forms of skin cancer. In humans, prolonged exposure to solar UV radiation may result in acute and chronic health effects on the skin, eye, and immune system. However the most deadly form - malignant melanoma - is mostly caused by the indirect DNA damage (free radicals and oxidative stress). This can be seen from the absence of a UV-signature mutation in 92% of all melanoma. By promoting the use of HFC based refrigerants, Refex aims to stop the harmful effects of these substances on the ozone and safeguard the future.

## RIL Values

The company's beliefs are its primary driving force. It is what gives the Company the strength, courage and capacity to put in their best efforts every day at work.

## RIL Goal

At the core of our business remains our commitment to our clients. To position Refex as a global player with a clear focus on each business

## RIL Culture

- To maintain our competitive edge and meet the high expectations of our clients.
- To commit to excellence with continuous efforts. To enhance the quality of all our products.
- To deliver the best to our customers, shareholders, employees and society at large.

## RIL Principles

- Loyalty • Dedication • Integrity • Competitiveness • Determination • Professionalism
- Commitment • Seamlessness • Diversity



# RIL 3000 MT PLANT



## CORPORATE INFORMATION

### Board Of Directors

Sri.T.Anil Jain  
Chairman & Managing Director  
Sri. T.Jagdish Jain  
Sri. N.D.Trivedi  
Sri. D.Hem Senthil Raj (W.E.F 11-2-14)

Sri. S.Gopalakrishnan  
Company Secretary

### Registrar and Share Tranfer Agents

M/s. Cameo Corporate Services Ltd  
“Subramanian Building”  
Fifth Floor, No.1, Club House Road,  
Chennai - 600 002.

### Auditors

M/s. Bhandari & Keswani  
Chartered Accountants  
75, Mahatma Gandhi Road,  
Nungambakkam,  
Chennai - 600 034.

### Bankers

Indian Overseas Bank  
C & I C Branch  
Dr. Radha Krishnan Salai  
Mylapore, Chennai - 600 004.

### Registered Office

20 Mooker Nallamuthu Street, Chennai - 600 001.

### Corporate Office

67, Bazullah Road, T.Nagar, Chennai - 600 017.



## Notice

Notice is hereby given that the Twelfth Annual General Meeting of the company will be held on Monday 29<sup>th</sup> September 2014 at 3.30 P.M in "Nahar Hall" Deshabandhu Plaza, 1<sup>st</sup> Floor, 47 Whites Road, Royapettah, Chennai-600 014 to transact the following Business.

### ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet as on 31st March 2014 and profit and loss account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Shri.T.Jagdish Jain, Director who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution.

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Bhandari & Keswani, Chartered Accountants (Firm Registration No. 0004335) be and are hereby re-appointed as Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifteenth AGM of the company to be held in the year 2017(Subject to ratification of their appointment at every AGM) at such remuneration plus service tax, out of pocket, travelling and living expenses etc. as may be mutually agreed between the Board of Directors of the company and the Auditors".

### Special Business:

4. Appointment of Sri. N. D. Trivedi as an independent Director of the company.

To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution.

"Resolved that pursuant to the provision of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act 2013 and the Rules framed there under, read with Schedule IV to the act, as amended from time to time Sri. N.D.Trivedi (DIN NO 02063100) a Non- Executive Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, 2013 be and is hereby appointed an independent Director of the company, not liable to retire by rotation, with effect from the date of this Annual General Meeting till 30<sup>th</sup> September 2017.

5. Appointment of Sri. D. Hem Senthil Raj as an Independent Director of the company.

To consider and if thought fit to pass with or without modification the following as an Ordinary Resolution.

"Resolved that pursuant to the provisions of section 149, 150, 152,160 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the act as amended from time to time Sri. D. Hem Senthil Raj (DIN NO. 06760725) whose term of office as an additional Director pursuant to Sec 161 of the Companies Act 2013 runs upto the date of the AGM and in respect of whom the company has received a Notice under Sec 160 of the Companies Act 2013 proposing his candidature for the office of the Directors along with a declaration from him stating that, he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent

Director of the company, not liable to retire by rotation, with effect from the date of this Annual General Meeting till 30<sup>TH</sup> September 2017.

6. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution.

“RESOLVED THAT pursuant to provisions of Sec 196, 197, 203 and other applicable provision if any of the Companies Act 2013 read with schedule V to the act, consent of the company be and is hereby given for the reappointment of Shri. T. Anil Jain (DIN No:00181960) as the Managing Director of the company for a period of three years commencing from 01.07.2014 and ending with 30.06.2017 and payment of remuneration as mentioned below

Salary Rs 1,00,000/- per month

Perquisites.

A. Contribution to provident fund as per companies rules up to a percentage of 12% of the salary as may be amended by the central government from time to time in this regard.

B. Contribution towards gratuity fund as per company rules.

“Resolved further that in the event of the company having no profits or inadequate profits, the company shall pay remuneration subject to the compliance of Schedule V of the companies Act 2013.

Place : Chennai

By Order of the Board

Date : 30.06.2014

S. GOPALAKRISHNAN  
Company Secretary

## Notes

1. The relevant details of a person seeking re-appointment as Director under Item No.2 of the Notice as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. Proxies in order to be effective must be duly filled in, stamped, signed and should be deposited at the Registered office of the company, not later than 48 hours before the date of meeting, Proxies submitted on behalf of Limited Companies, Societies etc must be supported by appropriate resolution / Authority as applicable issued on behalf of the appointing organization.
3. The explanatory statement pursuant to section 102(1) of the Companies Act 2013 (“the Act”) in respect of Special Business is annexed hereto.
4. The register of members and share transfer books of the company will remain closed from 26.09.2014 to 29.09.2014 (Both days inclusive).
5. Members holding equity shares in physical form are requested to notify immediately any change in their address to their respective depository participants and not to the company.
6. As a measure of economy copies of the Annual Report will not be distributed at the Annual general meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.



7. Members/Proxies are requested to affix their signature on the attendance/Admission Slip provided in the "Annual Report" and hand over the same at the venue of the meeting. Only Members/Proxies (Whose Proxy forms have already reached the company) with the attendance slip will be admitted. All correspondence regarding Equity shares of the company should be addressed to the company's Registrar and Share Transfer Agents M/s. Cameo Corporate Services Ltd at "Subramanian Building" 5<sup>th</sup> Floor No.1, Club House Road, Chennai - 600 002.

8. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, Sep 5, 2014.

The Notice of the meeting is also posted on the website of the company ([www.refex.co.in](http://www.refex.co.in))

(a) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.

(b) The voting through electronic means will commence on 23<sup>rd</sup> September 2014 at 10 a.m. and will end on 25<sup>th</sup> September 2014 at 6 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.

(c) The Company has appointed Mr. R. Muthukrishnan, Practising Company Secretary, Membership No. FCS6775, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner

(d) The procedure and instructions for the voting through electronic means is, as follows:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT" (EVSN is 140910002)
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the VSBLP12345 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the 0102VSBL in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN on which you choose to vote. **(EVSN is 140910002**
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 23<sup>rd</sup> September 2014, 10.00 am and ends on 25<sup>th</sup> September 2014, 6:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5<sup>th</sup> September 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- (e) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him on September 29, 2014. The results declared along with the Scrutinizer's report, will be posted on the Company's website and on CDSL's website on September 30, 2014.

### **Explanatory Statement Under Section 102 of the Companies Act, 2013.**

Particulars regarding the Director retiring by rotation and seeking re-appointment as per Clause 49 of the Listing Agreement.

#### **ITEM NO 2**

Aged 36 years, Shri.T.Jagdish Jain has over 14 years experience in running the business relating to Metal Trading. He is a Non-Executive Director of the Company and also one of the promoters of the company. He is the brother of Shri.T.Anil Jain Managing Director. He holds 389704 Equity shares in the company. He is a director in Refex Solar Power Private Ltd, Refex Hydro Power Private Limited and Refex Wind Power Private Limited.

#### **ITEM NO 3**

This explanatory statement is provided though strictly not required as per Section 102 of the act.

M/s Bhandari & Keshwani Chartered Accountants have been the Auditors of the company since 2002 - 03 and have completed a term of Eleven Years. As per the provisions of Section 139 of the Act, No listed company can appoint or reappoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, M/s. Bhandari & Keshwani, Chartered Accountants being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 30<sup>th</sup> May 2014 proposed the appointment of M/s Bhandari & Keshwani, Chartered Accountants as the Statutory Auditors of the company for a period of three years to hold office from the conclusion of this AGM till the conclusion of fifteenth AGM of the company to be held in year 2017 (Subject to ratification of their appointment at every AGM)

The Board commends the resolution at Item No.3 for approval by the members. None of the Directors or Key Management Personnel (KMP) is concerned or interested in the Resolution at item No.3 of the accompanying Notice.

#### **ITEM NO 4**

##### **Profile of Shri. N.D.Trivedi**

Aged 59 Years Shri. N. D. Trivedi is an U.S. based entrepreneur and an NRI. He holds a Masters degree in Electrical Engineering. He is an experienced Businessman and presently runs a concern M/s Stainless Distributors inc. at 1215, Knox Drive, Yardly P.A. 19067, U.S.A. He is an Independent Director on the Board. He is a member of the Audit Committee and Remuneration Committee of the company.

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges appointed Sri. N.D.Trivedi as an Independent Director on 28.12.2006.

Pursuant to the provision of Sec 149 of the Act, which came into effect from 1<sup>st</sup> April 2014, every Listed Public

Company is required to have at least one- third of the total number of Directors as Independent Directors, who are not Liable to retire by rotation. The nominations Committee has recommended the appointment of Sri. N.D.Trivedi as an Independent Director from the date of this AGM till 30<sup>th</sup> September 2017 and he shall not be liable to retire by rotation.

Sri. N.D.Trivedi a Non-Executive Director of the company has given a declaration to the Board that he meets the criteria of Independence as provided Under Section 149 (6) of the Act. In the opinion of the Board, the aforesaid Director fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In Compliance with the provisions of Sec 149 read with Schedule IV of the Act, the appointment of the aforesaid Director as Independent Director is now placed before the Members for their approval.

Save and Except Sri.N.D.Trivedi none of the Directors or Key Management Personnel or their relatives is concerned or interested in the Resolution.

The Terms and conditions of the appointment of the above Director shall be open for inspection by the Members at the Regd. Office of the company during Normal business hours on any working day.

## ITEM NO 5

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges appointed Sri. D. Hem Senthil Raj as an Independent Director on 11.02.2014. The said appointment is also made in accordance with the provisions of sec 161 of The companies Act 2013 governing Additional Directors.

He will hold office as an Additional Director up to the date of the ensuing Annual General Meeting. The company has received a Notice in writing from a Member proposing the candidature of Sri. D. Hem Senthil Raj for the office of the Director of the company under the provision of Sec 160 of the Companies Act 2013 along with necessary deposit. Mr. D. Hem Senthil Raj is an Associate Member of the Institute of company secretaries of India. He is also a commerce graduate. In addition he holds a post graduate diploma in Business Administration. Currently he is working as a consultant for corporates and firms in India.

Pursuant to the provision of Sec 149 of the Act, which came into effect from 1<sup>st</sup> April 2014, every Listed Public Company is required to have at least one- third of the total number of Directors as Independent Directors, who are not Liable to retire by rotation.

The nominations Committee has recommended the appointment of Sri. D. Hem Senthil Raj as an Independent Director from the date of this AGM till 30<sup>th</sup> September 2017 and he shall not be liable to retire by rotation.

Sri. D. Hem Senthil Raj Non-Executive Director of the company has given a declaration to the Board that he meets the criteria of Independence as provided Under Section 149 (6) of the Act. In the opinion of the Board, the aforesaid Director fulfills the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and he is independent of the management.



In Compliance with the provisions of Sec 149 read with Schedule IV of the Act, the appointment of the aforesaid Director as an Independent Director is Now placed before the Members for their approval.

Save and Except Sri. D. Hem Senthil Raj none of the Directors or Key Management Personnel or their relatives is concerned or interested in the resolution.

The terms and conditions of the appointment of the above Director shall be open for inspection by the Members at the Regd. office of the company during Normal Business hours on any working day.

#### **ITEM NO 6**

Shri. T. Anil Jain was appointed as Managing Director in the AGM held on 05.09.2011 for a period of three years with effect from 01.07.2011. His tenure will last up to 30.06.2014.

Over the years Shri. T. Anil Jain was mainly instrumental in navigating the company to the present position in the market after overcoming the business challenges, financial problems and other operational difficulties. He has sound knowledge in both the business segments of the company, namely refilling of refrigerant gases as well as solar power generation. Taking into account his high degree of commitment to work and managerial capabilities he possess, the Board recommends his re-appointment for a further term of three years with effect from 01.07.2014. Shri. T. Anil Jain is also the Managing Director of Refex Energy Ltd and the Board has already passed unanimous resolution as required under proviso to Sec 203(3) to the Companies Act, 2013 in this regard. He is also related to Shri.T.Jagdish Jain Director of the Company. He holds 21,05,642 Number of Equity Shares in the company as on date.

Save and Except Shri.T.Anil Jain and Shri.T.Jagdish Jain none other directors or Key Management Personnel or their relatives is concerned or interested in the resolution.

The Terms and Conditions of the appointment of the above director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day.

Place : Chennai

By Order of the Board

Date : 30.06.2014

S.GOPALAKRISHNAN  
Company Secretary

**STATEMENT REGARDING THE RE-APPOINTMENT OF MANAGERIAL PERSONNEL PROPOSED  
TO BE APPOINTED AS PER THE SPECIAL BUSINESS CONTAINED IN THE NOTICE**

**GENERAL INFORMATION**

Nature of Industry	Refilling of Refrigerant Gases and setting up of Solar Power Units		
Date or Expected date of Commencement of Commercial Production	Commercial Production of Refrigerant Gases from June 2004. Solar Power Units setup during November 2011.		
Financial Performance (in Rs.)	Year	PAT (Rs. Lakhs)	EPS (Rs.)
	2011 - 2012	(2340.74)	(15.13)
	2012 - 2013	(1565.63)	(10.12)
	2013 - 2014	117.94	0.76
Foreign Investments Collaborators	The company is not having any foreign investment or collaboration		
Information on the Appointee and background details	Sri. T. Anil Jain, a commerce graduate carries with himself more than 12 years experience in Air Conditioning products and spares. He is instrumental in formulating the Company's projects and marketing of the products. He is fully equipped with the latest technologies in the Business segment of the company and is fully in charge of conceptualizing the company's plans evolving strategies for the same and implementing them in both the segments of business of company. Under his guidance and leadership the company has successfully faced the challenging economic environment marked by high inflation tighter monetary policy and hardening of interest rates.		
Past Remuneration	Rs.1,00,000 per month with the perquisites such as P.F. and gratuity.		
Recognition or Awards	NIL		
Job Profile and Suitability	As a Managing Director Shri.T.AnilJain is subjected to the superintendence, Control and direction of the Board of Directors. He is also the chief executive officer of the company, who attends to the day to day affairs and scrutinise the performance of management in Meeting agreed goals and objectives and Monitor the reporting of performance. In addition he assists the company in implementing the best Corporate governance practices.		



	<p><b>Suitability:</b> He satisfies all the conditions to be fulfilled for the appointment of a person as a Managing Director laid down under Schedule V part I to the Companies Act 2013. He is a businessman by profession. He has served the company as a Managing Director for more than a decade and by virtue of that experience he is in an advantageous position to bring an independent judgement to bear on the Board's deliberation especially on issues of Strategy, Risk management, resources, Key appointments and Standards of conduct.</p>
Remuneration Proposed	Rs. 1,00,000 per month with the perquisites such as P.F. and Gratuity
Comparative Remuneration Profile	Compared to the industry standards, the board is of the opinion that the remuneration proposed to Shri.T.AnilJain is very reasonable.
Pecuniary Relationships Directly or indirectly with the company or managerial personnel	He is related to Shri.T.Jagdish Jain Director.
Reasons for Loss or inadequate profits	Turnover fell drastically during the financial years 2011-12, 2012- 13 and 2013-14. In addition the company suffered a huge loss due to evaporation and leakage of refrigerant gases because of a blast of a value in one of the storage tanks in its plant which was quite unforeseen by the Management. The company also witnessed a severe power shut down in the plant almost close to 16 hours a day for a very long time, which affected the production to a great extent.
<b>OTHER INFORMATION</b>	
Steps taken or proposed to be taken for improvement	The Management is seized of the problem confronting the company and has already taken necessary initiative in the matter. As a result the company has shown considerable improvement in terms of profitability during the year 2013-14. It is fervently hoped that in due course the business of the company will grow further and show better results.
Expected increase in productivity and profits in measurable terms	The recovery in economic activity is likely to take sometime and marginal growth is expected during the year. For F.Y 2013-14 it is anticipated that an increase of more than 15% in terms of the turnover and profitability.

Place : Chennai  
Date : 30.06.2014

By Order of the Board  
T. Anil Jain  
CHAIRMAN

## Directors' Report

To the Members,

Your Directors have great pleasure in presenting the Twelfth Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2014.

### FINANCIAL PERFORMANCE

The key financial parameters for the period under review are as follows.

Description		(Rs.In Lakhs)	
	2013-14	2012-13	
Turnover	2452.13	1693.23	
Other Income	350.11	23.89	
Total Income	2802.24	1717.12	
Expenditure (other than Tax)	2683.44	2842.72	
Exceptional Items	0.85	440.03	
Profit before tax	117.94	(1565.63)	
Provision for Income Tax	---	---	
Profit after Income Tax	117.94	(1565.63)	
EARNING PER SHARE (IN RS.)	0.76	(10.12)	

During the year under review the company achieved a turnover of Rs. 2452.13 Lacs as against the previous year's figure of Rs.1693.23 Lacs showing an improvement of 45% increase. Likewise earnings from other income amounted to Rs.350.11 Lacs as compared to Rs.23.89 Lacs in the previous year. As a result the company made a modest profit of Rs.117.94 Lacs which to some extent reduced the accumulated losses incurred by the company in the earlier years. Consequently net worth of the company increased by the amount of Profit made during the year under review and stands at Rs.137.13 Lacs.

### Sale of Property and Settlement of Debt:

During the year your company after receiving the consent of the shareholders through Postal Ballot mode as required under Sec 293(1)(a) of Companies Act, 1956, disposed off its Land, Buildings and some of the Assets situated at one of its plant in Thiruporur, Kanchipuram Dist, TamilNadu. The amount so realized thereon was utilized to settle the dues payable to State Bank of India.

Having discharged the liability owed to the Bank your company is now a largely debt free and operating through its own resources and internal accruals.

### Change of Name of the company and addition of an Object to the Main Object Clause of the Memorandum of Association.

Consequent to the significant increase in the Business from generation of Solar Energy since 2011 and taking into account the proposal to engage in the Real Estate Business and property development in the near future, your Directors decided to go in for a change of Name. Accordingly they obtained the consent of the members for



renaming the company as “Refex Industries Ltd” as well as inclusion of a New object relating to Real Estate and property development to the main object Clause through postal ballot during the year. The said change of name was also approved by the Central Government and a fresh certificate of incorporation dated 22<sup>nd</sup> November 2013 consequent to the change of name has been issued.

## Dividend

In order to conserve resources of the company your Board has not recommended any dividend for the year under review.

## CORPORATE GOVERNANCE

A detailed report on Corporate Governance pursuant to Clause 49 of the Listing Agreement with the BSE and NSE along with the Auditors' certificate on Compliance with the mandatory provisions on Corporate Governance is annexed to this report.

The Managing Director has issued necessary certificate to the Board in terms of Clause 49 (V) of Listing Agreement with Stock Exchanges for the Financial Year ended 31<sup>st</sup> March 2014.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report pursuant to Clause 49 of the Listing Agreement with the BSE and NSE for the year under review is given as a separate statement in the Annual Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards has been followed;
- ii) They had selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the company at the end of the financial year March 2014 and of the Profit of the company for that year.
- iii) They have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) They have prepared the Annual Accounts on a going concern basis.

## DIRECTORS

As per Article 35 of the Articles of Association of the company Shri.T. Jagdish Jain Director retires by rotation in the forth coming Annual General Meeting and being eligible offers himself for re-appointment. The Board has recommended his re-election. A resolution is proposed for his re-appointment in the notice.

Sri N.D.Trivedi was appointed as an independent director pursuant to the provisions of Clause 49 of the listing agreement entered in the Stock Exchanges on 28.12.2006.

Your Board at its meeting held on 30<sup>th</sup> June 2014 recommended for approval of the Members the appointment of Sri.N.D.Trivedi as Non- Executive Director of the company. Appropriate resolution seeking your approval of the

aforesaid appointment is appearing in the accompanying Notice.

Shri. D. Hem Senthil Raj was appointed by the Board at its meeting held on 11<sup>th</sup> February 2014 as Additional Non-Executive Director holding Independent Charge of your company with effect from 11<sup>th</sup> February 2014. By virtue of the provision of Article 34 of the Articles of Association of your company and section 161 of the Companies Act 2013. Shri. D. Hem Senthil Raj will vacate office at the ensuing Annual General Meeting of your company.

Your Board at its meeting held on 30<sup>th</sup> June 2014 recommended for approval of the Members the appointment of Sri. D. Hem Senthil Raj as Non- Executive Director of the company. Appropriate resolution seeking your approval of the aforesaid appointment is appearing in the accompanying Notice.

Your Directors are of the view that the reappointment of Sri. N.D.Trivedi and Sri. D. Hem Senthil Raj as Independent Directors are in the best interest of the company.

Sri. T. Anil Jain, Managing Director of your company since 01.07.2011 will be completing his term on 30.06.2014. In order to have the benefit of his guidance and wise counsel in conducting the day to day business of the company the board recommends his re-appointment for a further period of three years with effect from 01.07.2014.

In deference to the proposal made by Sri.T.Jagdish Jain, the Board relieved him from the duties and responsibilities associated with the position of Wholetime Director and redesignated him as a Non Executive Director without remuneration W.E.F .1.1.2014.

## AUDITORS

The company's Auditors M/S Bhandari & Keswani who retire at the conclusion of this AGM are eligible for reappointment

As per the provisions of Section 139 of the Act, No listed company can appoint or reappoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. Bhandari & Keswani, Chartered Accountants being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 30<sup>th</sup> June 2014 proposed the appointment of M/s Bhandari & Keswani, Chartered Accountants as the Statutory Auditors of the company for a period of three years to hold office from the conclusion of this AGM till the conclusion of fifteenth AGM of the company to be held in year 2017 (Subject to ratification of their appointment at every AGM) The said auditor has also given necessary certificate under section 139 of the Act confirming his eligibility for the appointment.

## LISTING

Your Company's Share are Listed in National Stock Exchange of India Ltd and Bombay Stock Exchange Ltd. The Company has paid the Listing fees upto date.

## INFORMATION AS PER SEC 217(2)(A) OF THE COMPANIES ACT, 1956

None of the Employees of the company were in receipt of remuneration which in the aggregate exceeded the Limits fixed under Sec 217(2)(A) of the Companies Act 1956



## DETAILS IN ACCORDANCE WITH THE REQUIREMENTS OF SEC 217(1)(E) OF THE COMPANIES ACT 1956

The company does not engage in manufacturing activity involving energy intensive processes. However, the company has taken sufficient steps towards general energy saving techniques and conservation.

Given the Nature of Process employed by the company, there is no technology absorption involved.

Foreign Exchange Earnings -----

Foreign Exchange Outgo -----

## PUBLIC DEPOSITS

The Company did not invite or accept any deposits from the Public under Sec 58A of the Companies Act 1956.

## PROVISION FOR LIABILITY TOWARDS GRATUITY

S.No	Auditors Qualification	Management Reply
	<p>The Company is not providing for liability for gratuity as per actuarial valuation, which is in contravention of 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.</p>	<p>Provision towards Gratuity for the year has not been made and the Board is of the Opinion that the same will not affect the result of the Company Significantly.</p>

## ACKNOWLEDGEMENTS

Your Directors gratefully acknowledge the excellent support and co-operation extended by all the stake holders more particularly State Bank of India, Share holders, customers, dealers, regulatory and govt. authorities.

Your Directors also wish to place on record their appreciation of the contribution made by the members of the management team and the employees at all levels for the good work put in, during the year under review.

Place : Chennai

By Order of the Board

Date : 30.05.2014

T. ANIL JAIN  
Managing Director

T. JAGDISH JAIN  
Director

## Management Discussion and Analysis Report

### INDUSTRY STRUCTURE AND DEVELOPMENT

Your company was incorporated on 13<sup>th</sup> September 2002 and is an ISO.9001 and ISO 14001 Company. It is primarily engaged in the Business of refilling Non- Ozone depleting refrigerant gases popularly known as Hydro Fluoro Carbon or HFC's, which are used in Automobile Air-Conditioners, Room Air Conditioners and Refrigerating Equipments.

Since November 2011 the company also entered business relating to generation and distribution of solar power by running a solar power plant at Balmer Dist., Rajasthan.

During the year the actual production of the refrigerant gases accounted for 390 MT as against the installed capacity of 1000 MT. The sale of products in term of quantity recorded at 390 MT. The production facility has been shifted from the new plant to the old plant again and hence resulted in low output due to shifting. The current facility is a 1000Mt Capacity refilling with Single shift and can be increased to original 3000MT in 3 shifts as and when needed

The income earned by the company arising out of solar power generation and distribution during 2013-14 is Rs.1,252.84 Lakhs.

### OPPORTUNITIES

The Company is engaged in the Business of Hydro Fluoro Carbon (HFCs) which are replacement of the Ozone depleting CFC which are already banned in India and HCFC that are to be banned in a phased manner from 2020 onwards as per the implementation schedule of the Montreal protocol by the developing countries. This phase had already started in 2012 in parts and a complete ban will come in by 2020. The Company's products are placed as a premium brand in the industry and commands a premium over the other brands. The market share has started to gain again after the slackness in business of your Company. Your Company is now primarily focusing on after markets and retail. The margins are better and the demand is increasing in these markets sharply. With increasing power shortage in the country due to growing gap between demand and supply status, the opportunities relating to non conventional energy sources , such as solar energy, is bound to increase in the years to come and the company would be in a position to convert this opportunity to its advantage.

### THREATS

The Company is largely dependent on foreign countries for the supply of raw materials and hence the shortage in the availability of Raw materials coupled with adverse foreign exchange will affect the cost structure and bottom line of the company. Year 2014-15 has seen a lot of fluctuations in Forex and hence the risk of higher cost is there. Any change in the regulatory frame work pertaining to manufacturing and importing of refrigerant gases could have an adverse impact on the business of the company. As the demand for refrigerant gases go up and reach its peak during summer months there is bound to be seasonal variation in sales volume.

The instability in global economy is also bound to affect the company as it is primarily depending on imports for its refrigerant gas requirements.



## COMPETITIVE STRENGTH

The company is engaged in the Business of refilling HFC, which unlike other Refrigerant gases is an eco friendly gas that does not harm the ozone layer. The plant has received appreciation certificates from many OEMS, Can Manufacturers, etc. Brand REFEX is a prominent brand in the Refrigerant Industry and commands a premium over other brands. The end users like Mechanics and Installers have preferred Refex Refrigerants over other products. Innovative packing and continuous product and service development has placed the brand in the top in the country.

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Refex's Stringent internal control systems and procedure is well defined and commensurate with the size and nature of the Business to provide reasonable assurance that all assets are safeguarded, transactions are authorized and reported properly. All applicable statutes, code of conduct and corporate policies are duly complied with. The internal Audit Division reviews the adequacy and efficiency of the internal controls. The scope of the audit activity is guided by the Annual Audit Committee of the Board. The audit Committee reviews the reports of the Internal Auditors and provide guidance.

## HUMAN RESOURCE DEVELOPMENT

Refex believe that human resources represent the primary assets. The company strives to provide a few empowered, merit based and continuously learning workplace which go a long way in enriching competence and accelerating corporate growth.

## FINANCIAL PERFORMANCE

An overview of the financial performance Vis a Vis the previous year is given separately in the Directors Report.

## PRODUCT WISE / SEGMENT WISE PERFORMANCE

The company has two segments Viz. Refrigerant gases and Solar Power. The quantitative performance Vis a Vis the previous year is given below.

	2013-14	2012-13
Refrigerant gases Sales (KGS)	562450	72000
Solar Power (Units)	8921400	8879100

## CAUTIONARY STATEMENT

The Above statement is as perceived by the Directors based on the Current scenario and the input available. Any extraneous development and force majeure conditions may have an impact on the above perception.

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your company firmly believes in transparency in its dealings and lays emphasis on the integrity and regulatory compliance. Your company considers good corporate governance a prerequisite for meeting the needs and aspirations of its shareholders and other stakeholders in the Company. With this end in view this period's annual report has made substantial disclosures on the Board Committees as also on the financial and the stock performance.

### 2. BOARD OF DIRECTORS:

#### Composition and Category of Directors

The current strength of the Board is Four Directors out of which two are promoter Directors and the remaining two are Independent Directors.

#### Number of Board Meetings

During the Financial Year 2013-14 the Board met eight times on the following dates 30.05.2013, 12.07.2013, 12.08.2013, 23.08.2013, 30.09.2013, 11.11.2013, 02.01.2014 and 11.02.2014 and the gap between two meetings has not exceeded four months.

### DIRECTORS ATTENDANCE RECORD AND DIRECTORSHIPS HELD

Name of the Director	Position / Category	Board Meetings		Last AGM Attended	Board Membership (Other Companies)
		Held	Attended		
Mr. T. Anil Jain	Managing Director - Promoter	8	8	Yes	11
Mr. T. Jagdish Jain	Promoter / Non Executive Since 1.1.2014	8	8	Yes	3
Mr. N D. Trivedi	Non Executive Independent	8	Nil	No	Nil
Mr. D. Hem Senthil Raj	Non Executive Independent WEF 11.02.2014	Nil	Nil	No	Nil

None of the Directors is a member of more than 10 Board Level Committees or Chairman of more than 5 such Committees across all Companies as covered under Clause 49 of the Listing Agreement.



### **Code of Business Conduct and Ethics for Board of Directors and Senior Management Personnel:**

The Company has in place the code of Business conduct and ethics for Board of Directors and senior management personnel which are approved by the Board of Directors. The code has been communicated to Directors and the members of the Senior Management. The code of conduct has also been posted on to the website of the company. All the Board Members and the Senior Management personnel have confirmed compliance with the code for the year ended 31<sup>st</sup> March 2014. The Annual report contains a declaration to this effect signed by the Chairman, Managing Director and company secretary as compliance officer for the code.

### **3. BOARD COMMITTEES**

#### **(a) Audit Committee:**

The Audit committee includes the following out of which, two are Independent Directors.

Mr. D.Hem Senthil Raj (W.E.F. 11.02.2014)	Chairman
Mr.N.D. Trivedi	Member
Mr.T. Anil Jain	Member

**The brief description of the terms of reference of the audit committee is as follows :**

- I. To oversee the company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information.
- II. To recommend appointment and removal of internal as also external auditors and fixing of their fees.
- III. To review the adequacy of audit and compliance function including their policies, procedures, techniques and other regulatory requirements.
- IV. To review with management the annual financial statements before submission to the Board with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- V. To take up any other terms of reference assigned by the Board from time to time. The committee met on one occasion for discharging the function and was attended by two members.

#### **(b) Remuneration Committee**

The reconstituted remuneration committee includes the following out of which two are Independent Directors.

Mr. D.Hem Senthil Raj (W.E.F. 11.02.2014)	Chairman
Mr.N.D. Trivedi	Member
Mr.T. Jagdish Jain (W.E.F. 01.01.2014)	Member

**The brief description of the terms of reference of the Remuneration Committee is:**

- i) To review market practices and to decide / make recommendations to the Board on remuneration packages applicable to the Managing Director, Executive Director and the Senior Executives of the Company.
- ii) To decide on the commission and / or other incentives payable taking into account the individual's performance as well that of the Company.
- iii) To assess the overall compensation structure and the policies of the Company with an objective to attract, retain and motivate employees , consider grant of stock options to employees etc.
- iv) To review the compensation levels of the company's employees vis a vis the other companies in the same field and industry in general
- v) To examine and recommend / approve payment of remuneration to managerial personnel in line with the requirements of schedule V to the Companies Act 2013.

The committee met once to consider and recommend the remuneration payable to Managerial Personnel.

**Managerial Remuneration paid during the period.**

T Anil Jain - Waived his remuneration for the entire year of 2013-14

T Jagdish Jain - Rs. 9,00,000 for the period between April 2013 to December 2013. During January 2014, he was re designated as a non executive director , not drawing any remuneration.

**(c) Share Transfer and Shareholder / Investors Grievance Committee**

The brief description of the terms of references of the committee is are as follows :

- i) To oversee share transfers involving physical shares and monitor redressal of shareholders and investors complaints.
- ii) To review the process and service standards adopted by the in-house share department/Registrar and Share Transfer Agents.
- iii) To resolve the investors' complaints.

The committee comprises of

Mr. T. Anil Jain	Chairman
Mr T. Jagdish Jain	Member

The committee was not required to meet during the year since no request for transfer of shares in physical form was received. During the year under review the company had not received any investor complaints. All requests for dematerialization of Shares were carried out within the stipulated period. As on 31<sup>st</sup> March 2014, No share certificate was pending for dematerialization beyond the stipulated period.



#### **4. SECRETARIAL AUDIT**

A qualified Company Secretary carries out an audit on quarterly basis to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) with the total issued and Paid up capital.

#### **5. DIRECTORS MEMBERSHIP / CHAIRMANSHIP IN COMMITTEES**

No Director is a Member of more than 10 Committees or Chairman of more than 5 Committees across all Companies in which he is a Director.

#### **6. PROFILE OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT.**

A brief resume in respect of a Director retiring by Rotation and being re-appointed at the ensuing Annual General Meeting forms part of the Notice.

#### **7. GENERAL BODY MEETINGS DATE, TIME AND VENUE OF LAST THREE AGMS.**

Date, Time and Venue of the last three AGMs

Financial Year Ended	Date	Time	Venue
31 <sup>st</sup> March 2013	30.09.2013	03.30 P.M	Nahar Hall Deshabandu Plaza, 1 <sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai- 600 014.
31 <sup>st</sup> March 2012	26.09.2012	03.30 P.M	Nahar Hall Deshabandu Plaza, 1 <sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai- 600 014.
31 <sup>st</sup> March 2011	05.09.2011	03.30 P.M	Benz Park, Rover Hall, 62, Tirumalai Pillai Road, T.Nagar Chennai - 600 017.

#### **SPECIAL RESOLUTONS PASSED IN THE LAST 3 ANNUAL GENERAL MEETINGS.**

##### **DATE OF AGM 05.09.2011**

Re-appointment of executive Chairman, Managing Director and whole time director and fixation of Remuneration.

Raising of funds though Global Depository Receipts upto Rs.200 Crores.

#### **RESOLUTIONS THROUGH POSTAL BALLOT**

The Company conducted two Postal Ballot Resolutions during the financial year 2013-14. The first one relates to the Business of obtaining Members consent for sale or otherwise dispose of all or any of the immovable and movable properties of the company U/s 293 1 (a) of the companies act, 1956, by means of an ordinary resolution.

The ordinary resolution was passed by the members on 23<sup>rd</sup> August 2013 through the postal ballot. The results of the voting are furnished hereunder.

Total Ballot forms received	21
Valid Ballot Forms	20
Invalid Forms	1
Total Votes in favour	18 holding 4585453 shares
Total votes against	2 holding 1063 Shares

The next to follow pertains to the Business of obtaining members consent for change of name of the company and for addition of an object Clause to the main objects of the company. U/S 21 and 17 of the companies act 1956 by means of Special Resolution.

The Special Resolutions were passed by the members on 8<sup>th</sup> November 2013 through the Postal Ballot. The results of the voting are furnished hereunder.

### CHANGE OF NAME OF THE COMPANY

Total Ballot Forms Received	17
Valid Ballot Forms	17
Invalid Forms	-
Total Votes in favour	17 holding 4879408 Shares
Total Votes Against	NIL

### FOR CHANGE OF OBJECTS

Total Ballot Forms Received	17
Valid Ballot Forms	17
Invalid Forms	-
Total Votes in favour	13 holding 4604552 Shares
Total Votes Against	4 holding 274856 Shares

### 8. MATERIAL CONTRACTS / TRANSACTIONS CONCERNING DIRECTORS INTEREST

The company does not have related party transactions with any of the Directors which may have potential conflict with the interest of the company at large.

All the related party transactions both in the ordinary course of activities and others have been approved by the audit committee of the company. None of the transactions with any of the related parties were in conflict with the interest of the company at large. The details of the related party transactions are furnished in the notes on accounts.

The company has complied with all the applicable mandatory requirements in terms of Clause 49 of the listing agreement. The Non Mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate heading detailed elsewhere in this report.

### MEANS OF COMMUNICATION

#### A. Quarterly Results:

- Which newspaper normally published  
News Today (English)  
Malai Sudar (Tamil)



ii. Any website displayed - NIL

- A. Whether websites also displays official News releases - No
- B. Whether presentation were made to the institutional investors or to the analyst - No
- C. Whether management discussion and Analysis is part of Annual report or not - Yes

## 10. GENERAL SHAREHOLDER'S INFORMATION

AGM Date, Time and Venue	29th September 2014 at 3.30 pm in “Nahar Hall”, Deshbandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai 600 014	
<hr/>		
Financial Calendar for 2014-2015 (tentative dates for declaration of Quarterly Financial Results)	1st Quarter ending June 30, 2014	On or before 15 <sup>th</sup> AUGUST 2014
	2nd Quarter ending September 30, 2014	On or before 15 <sup>th</sup> NOVEMBER 2014
	3rd Quarter ending December 31, 2014	On or before 15 <sup>th</sup> FEBRUARY 2015
	4th Quarter ending March 31, 2015	On or before 30 <sup>th</sup> MAY 2015
Date of Book closure	26.09.2014 to 29.09.2014	
Dividend Payment Date	Within Thirty days of declaration	
Name of the Stock Exchange on which shares are listed	Bombay Stock Exchange Ltd *Scrip Code: 532884 National Stock Exchange of India Ltd Scrip Code REFEX	
Name & Address of Registrar & Share Transfer Agents	M/s.Cameo Corporate Services Ltd “Subramanian Building” Fifth Floor No.1, Club House Road, Chennai - 600 002	
Dematerialisation of shares	Approximately 99.99% of the shares are dematerialised. *DEMAT ISIN :INE 056I01017	
Address for Communication	M/s.Refex Industries Limited, 67, Bazuallah Road, T.Nagar, Chennai - 600 017.	

\*Demat Arrangement with National Securities Depository Limited (NSDL) & Central Depository Services (India) Ltd (CDSL)

**Details of Market Price-BSE**

MONTH ENDED ON	HIGH (Rs.)	LOW (Rs.)
30.04.2013	3.30	2.69
31.05.2013	3.85	2.56
30.06.2013	3.23	2.38
31.07.2013	2.33	1.73
31.08.2013	2.06	1.73
30.09.2013	2.90	2.07
31.10.2013	3.07	2.38
30.11.2013	4.24	2.37
31.12.2013	7.80	4.45
31.01.2014	6.10	4.16
28.02.2014	4.88	4.08
31.03.2014	8.55	4.00

**Details of Market Price-NSE**

MONTH ENDED ON	HIGH (Rs.)	LOW (Rs.)
30.04.2013	3.05	2.75
31.05.2013	--	--
30.06.2013	--	--
31.07.2013	--	--
31.08.2013	--	--
30.09.2013	--	--
31.10.2013	--	--
30.11.2013	--	--
31.12.2013	--	--
31.01.2014	5.55	4.20
28.02.2014	4.80	3.80
31.03.2014	8.45	4.10

**SHARE TRANSFER SYSTEM**

A Committee of Directors has been constituted to approve the Transfer, Transmission and other allied matters. In compliance with SEBI requirements. Share transfers are entertained both under demat and physical form. Share transfers in respect of physical shares are normally effected within a maximum of 15 days from the date of receipt. In compliance with the Listing Guidelines, every six months the system of physical share transfers is audited by a Qualified practicing Company Secretary and a certificate to that effect is issued.

In compliance with the Listing Guidelines, every three months a qualified practicing Company Secretary audits the system relating to dematerialization of shares and certificate to that effect is issued.



## 11. SHARE HOLDING PATTERN AS ON 31st MARCH 2014

Category	Number of Share Holders	Number of Shares Held	% of Share Holding
Directors and their relatives including Associate Companies	11	4948270	31.98
Bodies Corporate	178	2005956	12.96
Foreign Company/ Nationals	1	1200	---
Foreign Institutional Investors	--	--	---
Banks / Financial Institutions	--	--	---
UTI / Mutual Fund	--	--	---
NRI	24	27645	0.18
Public(others)	6205	8492105	54.88
<b>TOTAL</b>	<b>6419</b>	<b>15475176</b>	<b>100.00</b>

## 12. INVESTORS CORRESPONDENCE

All enquires, clarifications and correspondence should be addressed to Registrars and the ShareTransfer Agents or to the Compliance Officer at the following addresses:

**Name & Address of Registrar and Share Transfer / Demat Agents**  
M/s.Cameo Corporate Services Limited,  
Subramanian Building, Fifth Floor  
No 1, Club House Road, Chennai - 600 002.

**Name & Address of the Compliance Officer**  
S Gopalakrishnan  
Company Secretary  
Refex Industries Limited.  
Admin Office , 67, Bazullah Road,  
T.Nagar, Chennai- 600 017

## 13. LIST OF DIRECTORS HOLDING SHARES OF THE COMPANY

Name of the Director	Category	Number of Shares held	% of Share holding
T. Anil Jain	Chairmen Promoter	2105642	13.61
T. Jagdish Jain	Director	389704	2.52

**DECLARATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING  
ADHERENCE TO THE CODE OF BUSINESS CONDUCT AND ETHICS.**

To  
The Members of  
Refex Industries Ltd.,

On the basis of the written representations received from Members of the Board and Senior Management Personnel as on 31st March 2014 in terms of Clause 49 of the Listing Agreement, we hereby certify that both the Members of the Board and the Senior management personnel have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board of Directors.

Place: Chennai  
Date : 30.05.2014

**T. Jagdish Jain**  
Director

**T Anil Jain**  
Managing Director

**S. Gopalakrishnan**  
Company Secretary

**Auditor's Certificate on Corporate Governance**

To  
The Members of  
Refex Industries Limited  
Chennai

We have reviewed the Compliance of the conditions of Corporate Governance by M/s Refex Industries Limited, for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our responsibility was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that the company has substantially complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that no material investor grievance is pending for the period exceeding one month against the Company as per the records maintained by the Registrar and Share Transfer Agents of the Company.

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place : Chennai  
Date : 30.05.2014

**For Bhandari & Keswani**  
Chartered Accountants  
FRN.000433S  
**P Bhandari**  
Partner  
Membership No.17411



## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Refex Industries Limited.  
(formerly Refex Refrigerants Ltd)

We have audited the accompanying financial statements of Refex Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and 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 is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 financial statements.

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

### BASIS FOR QUALIFIED OPINION

The Company is not providing for liability for gratuity as per actuarial valuation, which is in contravention of 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.

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 paragraph, the 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 the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Profit and Loss Account, 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.

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order

2. As required by section 227(3) of the Act, we report that:

- a) We have 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 appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss, and 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place : Chennai

Date : 30.05.2014

For Bhandari & Keshwani

Chartered Accountants

FRN.000433S

P Bhandari

Partner

Membership No.17411

**THE ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF REDEX INDUSTRIES LIMITED (FORMERLY REDEX REFRIGERANTS LTD) ON THE ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, fixed assets being Factory land and building directly impacting the business of the Company has been disposed off during the year but however, to the best of our information and opinion the said sale does not affect the going concern assumption.



2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has taken interest free unsecured loans from two (two) Body corporates and one (two) Directors listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.6,03,93,875/- (Rs.1,34,27,632/-) and the year end balance was Rs. 11,19,74,627/- (Rs.9,07,07,510/-). The principal amounts are repayable on demand and there is no repayment schedule. In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the company, are not *prima facie* prejudicial to the interest of the company. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company had neither granted nor taken any loans, secured or unsecured to or from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.  
b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceed five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arise.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. We have broadly reviewed the Books of Account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, in respect of Refrigerant Gases and we are of the opinion that *prima facie* the prescribed accounts and records have been made and maintained.
9. (a) According to the records of the company, undisputed statutory dues Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2014 for a period of more than six months from the date they became payable except in the following cases.

Sl.No	Particulars	Amount	Details
1.	VAT payment	30,62,640/-	Due to Maharashtra Sales Tax Dept
2.	Income Tax	26,24,382/-	Due to Income tax Dept for the A.Yr. 2008-09

(b) According to the information and explanations given to us, there is no amounts payable in respect of wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes. However, the following disputed amounts of Income Tax are presently under Appeal with various Appellate Authorities as on 31<sup>st</sup> March, 2014:

Sl.No	Particulars	Amount	Details
1.	A.Y.2009-10	1,70,61,280/-	Under Appeal with the Hon'ble Income Tax Appellate Tribunal, Chennai
2.	A.Y.2009-10	99,50,990/-	Under Appeal with the Hon'ble Commissioner of Income Tax (Appeals), Chennai
3.	A.Y.2011-12	5,81,45,540/-	Under Appeal with the Hon'ble Commissioner of Income Tax (Appeals), Chennai

10. The Company has accumulated losses of Rs.14,10,39,225/- (Rs.42,74,55,692/-) and has incurred a cash loss of Rs.Nil during the financial year covered by our audit and Rs.12,49,92,125/- in the immediately preceding financial year. The accumulated losses exceed 50% of its net worth as at 31.03.2014.

11. Based on our audit procedures and on the information and explanations given by the management, we report that the Company has settled the dues of State Bank of India by disposing off its Factory Land and Buildings during the year under review.

12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.

14. According to information and explanations given to us, except for long term investments in unlisted securities, the Company is not trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in respect of long term investments.

15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.



17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.

18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.

19. The Company has no outstanding debentures during the period under audit.

The Company has not raised any money by public issue during the year.

20. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

Place : Chennai

Date : 30.05.2014

**For Bhandari & Keshwani**

**Chartered Accountants**

**FRN.000433S**

**P Bhandari**

**Partner**

**Membership No.17411**

**Balance Sheet as at 31st March, 2014**

	Particulars	Note No.	As at 31st March 2014 ₹	As at 31st March 2013 ₹
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	3	154,751,760	154,751,760
	(b) Reserve and surplus	4	(141,039,225)	(152,833,725)
			<b>13,712,535</b>	<b>1,918,035</b>
<b>2</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	5	1,275,128	24,153,065
	(b) Deferred tax liabilities (net)		43,132,103	43,132,103
	c) Other long-term liabilities	6	3,042,750	5,510,913
			<b>47,449,981</b>	<b>72,796,081</b>
<b>3</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	7	111,974,627	277,914,127
	(b) Trade payables	8	74,231,282	68,503,503
	c) Other current liabilities	9	49,775,403	54,145,310
	(d) Short-term provisions	10	55,946,784	56,363,393
			<b>291,928,096</b>	<b>456,926,333</b>
	<b>Total</b>		<b>353,090,612</b>	<b>531,640,449</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current Assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	11	171,271,795	325,874,244
	(ii) Capital work-in-progress		4,654,623	-
			<b>232,857,753</b>	<b>383,294,769</b>
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	14	40,321,304	36,098,433
	(b) Trade receivables	15	43,353,414	77,847,019
	c) Cash and cash equivalents	16	12,021,656	11,308,395
	(d) Short-term loans and advances	17	24,536,484	23,091,834
			<b>120,232,859</b>	<b>148,345,680</b>
	<b>Total</b>		<b>353,090,612</b>	<b>531,640,449</b>
	<b>See accompanying notes forming part of the financial statements</b>	24-26		

Notes 1 to 26 form part of financials

In terms of our report attached.

For BHANDARI & KESWANI  
Chartered Accountants  
FRN. 000433S

P. Bhandari  
Partner  
Membership No. 17411

Place : Chennai  
Date : 30.05.2014

For and on behalf of the Board of Directors

T. Anil Jain  
Managing Director

T. Jagdish Jain  
Director

D. Hem Senthil Raj  
Director

S. Gopalakrishnan  
Company Secretary



## Statement of Profit and Loss for the year ended 31 March, 2014

	Particulars	Note No.	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
			₹	₹	₹	₹
<b>1</b>	<b>REVENUE</b>					
1	Revenue from operations (gross)	18	255,745,233		170,091,621	
	Less: Excise duty	18	10,532,478		768,792	
	Revenue from operations (net)		245,212,755		169,322,829	
2	Other income	19	35,011,258		2,389,186	
<b>3</b>	<b>Total revenue (1+2)</b>		<b>280,224,012</b>		<b>171,712,015</b>	
<b>4</b>	<b>Expenses</b>					
	(a) Cost of materials consumed	20.a	39,737,113		14,925,709	
	(b) Purchase of Traded goods	20.b	44,525,174		6,163,580	
	(c) Employee benefits expense	21	1,417,955		2,008,106	
	(d) Finance costs	22	22,872,074		6,158,750	
	(e) Depreciation and amortisation expense	11	23,350,001		31,571,505	
	(f) Other expenses	23	136,441,829		223,444,560	
	<b>Total Expenses</b>		<b>268,344,146</b>		<b>284,272,209</b>	
<b>5</b>	<b>Profit / (Loss) before Exceptional items tax (3-4)</b>		<b>11,879,866</b>		<b>(112,560,194)</b>	
6	Exceptional items	26	85,366		44,003,435	
<b>7</b>	<b>Profit / (Loss) before tax (3±4)</b>		<b>11,794,500</b>		<b>(156,563,629)</b>	
<b>8</b>	<b>Tax Expense:</b>					
	(a) Current tax expense for current year		-		-	
	(b) (Less): MAT credit (where applicable)		-		-	
	c) Net current tax expense		-		-	
	(d) Deferred tax		-		-	
<b>9</b>	<b>Profit / (Loss) for the year (5 ± 6)</b>		<b>11,794,500</b>		<b>(156,563,629)</b>	
<b>10</b>	<b>Earnings per share (of Rs. 10/- each):</b>					
	Basic and Diluted	25.3	0.76		(10.12)	
	Weighted Average number of Equity Shares (F.V of Rs.10/- each)		15,475,176		15,475,176	
	See accompanying notes forming part of the financial statements					

Notes 1 to 26 form part of financials

In terms of our report attached.

For BHANDARI & KESWANI

Chartered Accountants

FRN. 000433S

For and on behalf of the Board of Directors

T. Anil Jain

Managing Director

T. Jagdish Jain

Director

P. Bhandari

Partner

Membership No. 17411

D. Hem Senthil Raj

Director

S. Gopalakrishnan

Company Secretary

Place : Chennai

Date : 30.05.2014

## Note 11 - Fixed assets

Figures in symbol ₹

Tangible assets	GROSS BLOCK				Accumulated depreciation and impairment				NET BLOCK	
	Balance As at 01.04.2013	Additions	Disposals	Balance As at 31.03.2014	Balance As at 01.04.2013	Depreciation / amortisation expense for the year	Other adjustments	Balance As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
a. LAND own use	102,279,110	-	55,174,647	47,104,463	-	-	-	-	47,104,463	102,279,110
b. BUILDING owned	148,801,382	-	86,703,348	62,098,034	23,396,053	4,319,382	22,702,025	5,013,410	57,084,623	125,405,329
Capital work in progress	-	4,654,623	-	4,564,623	-	-	-	-	4,654,623	-
c. ELECTRICAL INSTALLATIONS owned	25,020,480	-	7,386,409	17,634,071	5,465,563	1,109,651	1,934,025	4,641,189	12,992,882	19,554,917
d. FURNITURE & FITTINGS owned	8,009,482	-	-	8,009,482	3,532,724	507,000	-	4,039,724	3,969,758	4,476,758
e. OFFICE EQUIPMENTS owned	1,939,064	97,930	-	2,036,994	1,156,285	93,053	-	1,249,338	787,656	782,779
f. PLANT & MACHINERY-Cylinder owned	90,869,598	443,102	3,486,619	87,826,081	52,477,797	14,672,776	-	67,150,573	20,675,508	38,391,801
g. PLANT & MACHINERY Other Owned	36,066,357	97,690	6,305,844	29,858,203	7,245,538	1,648,145	1,555,902	7,337,781	22,520,422	28,820,819
h. VEHICLES - Commercial Owned	97,474	-	-	97,474	19,450	11,024	-	30,474	67,000	78,024
i. VEHICLES - Non Commercial Owned	9,353,312	1,346,564	957,490	9,742,386	3,268,605	988,971	584,672	3,672,904	6,069,482	6,084,707
<b>TOTAL</b>	<b>422,436,259</b>	<b>6,639,909</b>	<b>160,014,357</b>	<b>269,061,811</b>	<b>96,562,015</b>	<b>23,350,001</b>	<b>26,776,624</b>	<b>93,135,392</b>	<b>175,926,418</b>	<b>325,874,244</b>
Previous year	478,686,282	25,690	56,275,713	422,436,259	76,023,848	31,571,505	11,033,338	96,562,015	325,874,244	402,662,434



## Notes forming part of the financial statements

### Note 3 -Share Capital

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of Shares	₹	Number of Shares	₹
<b>(a) AUTHORISED</b> Equity shares of Rs.10/- each with voting rights Cumulative Redeemable preference shares of Rs.100/- each	25,000,000	250,000,000	25,000,000	250,000,000
	500,000	50,000,000	500,000	50,000,000
<b>(b) ISSUED</b> Equity shares of Rs.10/- each with voting rights	15,475,176	154,751,760	15,475,176	154,751,760
<b>C) SUBSCRIBED AND FULLY PAID UP</b> Equity shares of Rs.10/- each with voting rights	15,475,176	154,751,760	15,475,176	154,751,760
<b>TOTAL</b>	15,475,176	154,751,760	15,475,176	154,751,760

Refer Notes i) to iii) below

#### i) Reconciliation of number of Shares

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of Shares	₹	Number of Shares	₹
<b>Equity Shares</b>				
Opening Balance	15,475,176	154,751,760	15,475,176	154,751,760
Changes during the year	-	-	-	--
<b>Closing Balance</b>	15,475,176	154,751,760	15,475,176	154,751,760

#### ii) Rights, preferences and restrictions attached to Shares

The Company has one class of Equity Shares having a face value of Rs.10/- each. Each Shareholder is eligible for one vote per Share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim Dividend. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of Shares held	% holding in that class of shares	Number of Shares held	% holding in that class of shares
<b>Equity Shares with voting rights</b> Sherisha Technologies Private Limited T.Anil Jain	1,563,264 2,105,642	10.10% 13.61%	1,563,264 1,842,851	10.10% 11.91%

## Note 4 -Reserves and surplus

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	₹	₹	₹	₹
<b>(a) Securities premium account</b>				
Opening Balance	232,411,967		232,411,967	
Add: Additions during the year	-		-	
<b>Closing Balance</b>	<b>232,411,967</b>		<b>232,411,967</b>	
<b>(b) General reserve</b>				
Opening Balance	42,210,000		42,210,000	
Add: Transferred from surplus in Statement of Profit and Loss	-		-	
<b>Closing Balance</b>	<b>42,210,000</b>		<b>42,210,000</b>	
<b>C) Deficit in Statement of Profit and Loss</b>				
Opening Balance	(427,455,692)		(270,892,063)	
Add: Profit / (Loss) for the year	11,794,500		(156,563,629)	
<b>Closing Balance</b>	<b>(415,661,192)</b>		<b>(427,455,692)</b>	
<b>Total</b>	<b>(141,039,225)</b>		<b>(152,833,725)</b>	

## Note 5 - Long-term borrowings

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	₹	₹	₹	₹
<b>(a) Term Loans</b>				
<b>From Banks</b>				
Secured against Building	-		8,835,894	
Secured against Equipment	-		13,900,000	
<b>From other parties</b>	<b>(0)</b>		<b>22,735,894</b>	
Secured	1,275,128		1,417,171	
UnSecured	-			
<b>Total</b>	<b>1,275,128</b>		<b>24,153,065</b>	
<b>Total</b>	<b>1,275,128</b>		<b>24,153,065</b>	



## Note 5 - Long - term borrowings (Contd.)

Particulars	Terms of repayment and security	As at 31 March, 2014		As at 31 March, 2013	
		Secured ₹	Unsecured ₹	Secured ₹	Unsecured ₹
<b>Term loans from banks:</b>					
State Bank of India	Term :60 Months Interest Rate:14.50% Security: Building	-	--	8,835,894	--
State Bank of India	Term :36 Months Interest Rate:% Security: Equipment	-	--	13,900,000	--
<b>Total-Term loans from banks</b>		<b>(0)</b>		<b>22,735,894</b>	--
<b>Term loans from other parties:</b>					
Daimler Financial Services (I) Private Ltd	Term :36 Months Interest Rate:19.12% Security: vehicle	957,509	--	1,417,171	--
Toyota Financial Services	Term :36 Months Interest Rate:10% Security: vehicle	317,619	--	-	--
<b>Total-Term loans from other parties</b>		<b>1,275,128</b>		<b>1,417,171</b>	--

(iv) Details of long-term borrowings guaranteed by some of the directors or others:

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	₹	₹	₹	₹
Bonds / Debentures				
Term loans from banks	(0)		22,735,894	
Term loans from other parties	-		--	

(v) The Company has defaulted in repayment of loans and interest in respect of the following:

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Period of default	₹	Period of default	₹
Term loans from banks				
Principal	-	-	12 Months	23,100,000
Interest	-	-	12 Months	-

(vi) For the current maturities of long-term borrowings, refer items (a) and (b) in Note 9 Other current liabilities.

## Note 6 - Other Long Term Liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Others: Cylinder Deposits	3,042,750	5,510,913
<b>Total</b>	<b>3,042,750</b>	<b>5,510,913</b>

## Note 7 - Short-term borrowings

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Loans repayable on demand		
From Banks		
Secured	--	168,780,855
unsecured	--	--
<b>Sub Total</b>	<b>--</b>	<b>168,780,855</b>
(b) Loans and advances from related parties (Refer Note 25.1.b)		
Unsecured	93,504,545	90,707,510
Secured	--	--
<b>Sub Total</b>	<b>93,504,545</b>	<b>90,707,510</b>
(c) Inter Corporate Deposits		
Unsecured	18,470,082	18,425,762
Secured	--	--
<b>Sub Total</b>	<b>18,470,082</b>	<b>18,425,762</b>
<b>TOTAL</b>	<b>111,974,627</b>	<b>277,914,127</b>

## Notes

- (i) Details of security for the secured short-term borrowings:

Particulars	Nature of security	As at 31 March, 2014	As at 31 March, 2013
		₹	₹
<b>Loans repayable on demand from banks:</b> State Bank of India - cash Credit Account	Loan Secured against Hypothecation of Stocks and receivables of the Company as Primary Security and Factory Building as Collateral Security.		
<b>Total - from banks</b>		-	-



(ii) Details of short-term borrowings guaranteed by some of the directors or others:

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Loans repayable on demand from banks	-	-
Inter Corporate Deposits	18,470,082	-

## Note 8 - Trade payables

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Trade payables		
Acceptances	74,231,282	68,503,503
Other than Acceptances	-	--
Total	74,231,282	68,503,503

## Note 9 - Other current liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Current maturities of long-term debt (Refer Note (I) below)	687,968	35,597,504
(b) Other payables		
i) Statutory remittances	8,456,141	12,446,172
ii) Contractually reimbursable expenses	3,171,106	5,175,197
iii) Advances from customers	37,460,188	926,437
Total	49,775,403	54,145,310

Note : (i) Current maturities of long-term debt (Refer Notes (I), (iii) and (iv) in Note 5 - Long-term borrowings for details of security and guarantee):

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Term loans		
From Banks		
Secured	--	35,150,116
unsecured	---	-
	--	35,150,116
From other parties		
Secured	687,968	447,388
unsecured	---	-
	687,968	447,388
Total	687,968	35,597,504

## Note 10 - Short-term provisions

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Provision for employee benefits:	2,857,486	2,889,937
Sub Total	2,857,486	2,889,937
<b>Provision Others</b>		
(a) Provision for taxes	53,089,298	53,473,456
Sub Total		53,473,456
Total	55,946,784	56,363,393

## Note 12 - Non-current investments

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Quantity ₹	Unquoted ₹	Quantity ₹	Unquoted ₹
Investments (At Cost):				
A Non trade-Unquoted				
(a) Investment in Equity Shares - Overseas Subsidiary - Sherisha Technologies (S) Pte Ltd., of SGD 1 each.	3,607,334	2,349,519	3,607,334	2,349,519
(b). Investment in Equity Shares - Refex Hydro Power Pvt Ltd of Rs.10/- each.	4,341	43,410	4,341	43,414
(c). Investment in Equity Shares - Refex wind Power Pvt Ltd of Rs.10/- each.	3,841	38,410	3,841	38,414
<b>Total - Non Trade</b>	<b>3,615,516</b>	<b>2,431,339</b>	<b>3,615,516</b>	<b>2,431,347</b>

## Note 13 - Long-term loans and advances

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	₹	₹	₹	₹
(a) Security Deposits				
Secured, considered good				
Unsecured, considered good	7,089,858		7,149,938	
Doubtful	-		-	
<b>Sub Total</b>	<b>7,089,858</b>		<b>7,149,938</b>	
(b) Advance Income tax				
	47,410,138		47,839,240	
	47,410,138		47,839,240	
<b>Total</b>	<b>54,499,996</b>		<b>54,989,178</b>	

## Note 14 - Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	₹	₹	₹	₹
(a) Raw materials				
Goods-in-transit	40,321,304		36,098,433	
<b>Sub Total</b>	<b>40,321,304</b>		<b>36,098,433</b>	
<b>Total</b>	<b>40,321,304</b>		<b>36,098,433</b>	

Note: Details of inventory of Raw Materials

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	₹	₹	₹	₹
Refrigerant Gases	40,321,304		36,098,433	



## Note 15 - Trade receivables - Unsecured, considered good

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	21,494,363	25,723,278
Trade receivables less than six months	21,859,052	52,123,741
<b>Total</b>	<b>43,353,415</b>	<b>77,847,019</b>

## Note 16 - Cash and Cash Equivalents

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Cash oh hand	868,083	779,676
(b) Balances with banks		
i) In current accounts	11,143,575	10,518,719
ii) In deposit accounts	10,000	10,000
<b>Total</b>	<b>12,021,657</b>	<b>11,308,395</b>

## Note 17 - Short-term loans and advances

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Loans and advances to related parties (Refer Note 25.1)		
Secured, considered good	-	-
Unsecured, considered good	1,699,289	-
Doubtful	-	-
<b>Sub Total</b>	<b>1,699,289</b>	<b>-</b>
(a) Balances with government authorities		
Unsecured, considered good		
i) CENVAT credit receivable	16,203,588	18,066,217
ii) VAT credit receivable	-	1,957,922
iii) Service Tax credit receivable	703,968	703,968
TDS Receivable	1,292,930	-
<b>Sub Total</b>	<b>18,200,486</b>	<b>20,728,107</b>
c) Others - Advances for Purchase of Goods and Services		
Secured, considered good	-	-
Unsecured, considered good	4,636,710	2,363,728
Doubtful	-	-
<b>Sub Total</b>	<b>4,636,710</b>	<b>2,363,728</b>
<b>Total</b>	<b>24,536,486</b>	<b>23,091,835</b>

## Note 18 - Revenue from operations

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(a) Sale of products	255,745,233	169,322,829
Other operating revenues	---	---
	255,745,233	169,322,829
Less:		
Excise duty	10,532,478	768,792
<b>Total</b>	<b>245,212,755</b>	<b>168,554,037</b>

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(a) Sale of products comprises		
Refrigerant Gases	95,683,877	37,198,452
Electrical Energy	125,284,141	128,316,866
<b>Total - Sale of manufactured goods</b>	<b>220,968,018</b>	<b>165,515,318</b>
Traded goods		
Refrigerant Gases	34,777,215	3,807,511
<b>Total - Sale of traded goods</b>	<b>34,777,215</b>	<b>3,807,511</b>
<b>Total - Sale products</b>	<b>255,745,233</b>	<b>169,322,829</b>

## Note 19 - Other Income

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
Interest income (Refer Note (i) below)	996	71,810
Charges recovered from Customers	102,470	5,150
Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	34,907,792	2,312,226
<b>Total</b>	<b>35,011,258</b>	<b>2,389,186</b>

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(i) Interest income comprises:		
Interest from banks on:		
deposits	996	71,810
Interest on income tax refund		
<b>Total - Interest Income</b>	<b>996</b>	<b>71,810</b>

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(ii) Other non-operating income comprises: Miscellaneous income [net of expenses directly attributable Rs.Nil (Year ended 31 March, 2013 Rs.Nil)]	34,907,792	2,312,226
<b>Total - Other non-operating income</b>	<b>34,907,792</b>	<b>2,312,226</b>



## Note 20.a - Cost of materials consumed

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
Opening stock	36,098,433	34,765,829
Add: Purchases (Net of Returns/Debit/Credit Notes)	43,959,985	16,258,313
Less: Closing stock	80,058,418	51,024,142
Cost of material consumed	40,321,304	36,098,433
Material consumed comprises:	39,737,113	14,925,709
Refrigerant Gases	39,737,113	14,925,709
<b>Total</b>	<b>39,737,113</b>	<b>14,925,709</b>

## Note 20.b - Purchase of traded goods

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
Refrigerant Gases	44,525,174	6,163,580
<b>Total</b>	<b>44,525,174</b>	<b>6,163,580</b>

## Note 21 - Employee benefits expense

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
Salaries and wages	1,044,660	1,606,747
Contributions to provident and other funds	-	71,399
Staff welfare expenses	373,295	329,960
<b>Total</b>	<b>1,417,955</b>	<b>2,008,106</b>

## Note 22 - Finance costs

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(a) Interest expense on:		
(i) Borrowings	16,007,948	2,282,666
(ii) Others	-	-
- Pre Closure Charges		
(b) Other borrowing costs	6,516,951	2,223,125
c) Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	347,175	1,652,959
<b>Total</b>	<b>22,872,074</b>	<b>6,158,750</b>

## Note 23 - Other expenses

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
Advertisement	171,601	174,948
Audit Fees	114,270	-
Amortisation of Deferred Revenue Expenditure [See Note 2 (o)]	-	5,546,163
AMC Charges	31,263	31,601
Bank Charges & Commission	1,218,093	79,893
Bad Debts	-	84,737,940
Business promotion & Marketing Expense	55,150	5,500
Communication	359,429	447,472
Customs duty and Excise duty	3,597,021	3,259,107
Consumption of stores and spare parts	211,972	57,354
Clearing & Forwarding Charges	1,159,407	338,928
Donation	152,000	--
Directors Remuneration	900,000	1,200,000
Insurance	72,709	287,432
Legal and professional	364,015	1,553,666
Miscellaneous expenses	931,117	166,716
Pooja Expense	7,057	6,921
Postage & Courier	271,086	37,834
Power and fuel	433,054	638,810
Printing and stationery	55,610	38,517
Rates and taxes	464,658	306,389
Rent including lease rentals (Refer Note 25.2.a)	121,263,299	117,676,652
Repairs and maintenance - Factory	--	384,958
Repairs and maintenance - Office	392,903	102,009
Repairs and maintenance - Machinery	116,315	3,053,508
Repairs and maintenance - Others	347,272	186,193
Subscription	112,879	23,500
Security Charges	223,630	216,000
Staff Welfare	515,108	--
Installation and Testing Charges	-	23,429
Transportation, Handling and Carriage expense	1,268,244	766,877
Travelling and conveyance	1,632,669	2,096,241
<b>Total</b>	<b>136,441,829</b>	<b>223,444,560</b>



## Note 24 - Additional information to the financial statements

	Particulars	As at 31 March, 2014	As at 31 March, 2013
		₹	₹
24.1	<b>Contingent liabilities and Commitment to the extent not provided for Contingent liabilities</b> Contingent liabilities (a) Disputed demand of Income Tax (Refer Auditor's Report). (b) Letter of Credit issued by the Bankers remaining outstanding (c) Claim made by SBI presently sub judice with DRT, Chennai	-- -- --	-- -- 234,819,720
24.2	<b>Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>		
	Particulars	As at 31 March, 2014	As at 31 March, 2013
		₹	₹
	i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	74,238,024	69,282,551
	Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
24.3	<b>Value of imports calculated on CIF basis</b> Refrigerant Gases	For the year ended 31 March, 2014 ₹ 43,939,735	For the year ended 31 March, 2013 ₹ 15,896,759
24.4	<b>Expenditure in foreign currency</b> Expenditure related to overseas Travel	--	--
24.5	<b>Earnings in foreign exchange</b> Export of goods calculated on FOB basis	--	--
24.6	Amounts remitted in foreign currency during the year on account of dividend	--	--

## Note 25 Disclosures under Accounting Standards

25.1 Related party transactions

25.1 a Details of related parties:

Description of relationships:	Names of related parties:
Key Management Personnel (KMP)	Mr.T.Anil Jain, Managing Director, and Mr.T.Jagdish Jain, Director.
Relatives of KMP Entities in which KMP / Relatives of KMP can exercise significant influence	Smt.Ugam Devi, Wife of Mr.A.Tarachand Jain  Mr.A.Tarachand Jain, is the Director in Sherisha Technologies Pvt Ltd, and Partner in Bombay Metals. Mr. T.Anil Jain Managing Director in Refex Energy Ltd and Director in M/s.Refex Solar Power Pvt Ltd, Refex Wind Power Pvt Ltd, Refex Hydro Power Pvt Ltd. Mr.T.Jagdish Jain, Partner in Bombay Metals, Director in M/s.Refex Solar Power Pvt Ltd, Refex Wind Power Pvt Ltd, Refex Hydro Power Pvt Ltd.

Note: Related parties have been identified by the Management.

**Details of related party transactions during the year ended 31 March, 2014 and balances outstanding as at 31 March, 2014:**

25.1.b	particulars	Associates	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
	Receiving of services	--	9,00,000 (1,200,000)	-- --	6,222,465 --	7,122,465 (1,200,000)
	Unsecured Loans					
	Received		4,331,979	--	72,950,266	77,282,246
	Paid		17,286,717	--	52,748,314	70,035,031
	Received		--	--	--	--
	Paid		(16,080,636)	--	(29,947,606)	(46,028,242)
	Unsecured Loans outstanding at the end of the year	--	--	--	--	--
	Unsecured Loans	--	(19,647,561)	(1,726,645)	93,504,545 (69,333,304)	93,504,545 (90,707,510)

Note: Figures in bracket relates to the previous year

	Particulars	As at 31 March, 2014		As at 31 March, 2013	
		₹	₹	₹	₹
25.2	Details of leasing arrangements				
25.2 a.	The Company has entered into operating lease arrangements for its Corporate Office in Chennai and other branches. The leases are non-cancellable and are for a period of 3 years and may be renewed for a further period of 3 years based on mutual agreement of the parties.				
	<b>Future minimum lease payments</b>				
	not later than one year	654,000		1,042,000	
	later than one year and not later than five years	968,000		1,365,000	
	later than five years	--		--	
		1,622,000		2,407,000	
25.2 b	Leasing of Solar Energy Equipment and Operating Lease Agreement				
	<b>Future minimum lease payments</b>				
	not later than one year	111,259,572		111,732,948	
	later than one year and not later than five years	37,007,624		111,022,884	
	later than five years	-		-	
		121,263,299		117,676,652	



	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		₹	₹
25.3	<b>Earnings per share</b>		
	Net profit / (loss) for the year	11,794,500	(156,563,629)
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders	11,794,500	(156,563,629)
	Weighted average number of equity shares	15,475,176	15,475,176
	Par value per share (Rs.)	10	10
	Earnings per share - Basic	0.76	(10.12)

## Note 26

	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		₹	₹
26	Loss on sale of Fixed Assets	85,366	42,945,657
	Write off of Deferred Revenue Expenses balance	-	1,057,778
	<b>Total</b>	<b>85,366</b>	<b>44,003,435</b>

## Notes forming part of the financial statements

Notes	Particulars
1.	<p><b>Corporate information</b>  Refex Industriess Limited (formerly Refex Refrigerants Ltd referred to as "RRL" or the "Company") engaged in the business of refilling of eco friendly Refrigerant Gases. The Company's portfolio consists of trading and re filling of Refrigerant Gases.  The Company's registered office is in Chennai, Tamilnadu, India and its Factory is situated in Thiruporur, Kanchipuram District, Tamilnadu.</p>
2.	<p><b>Significant accounting policies</b></p>
a	<p><b>Basis of accounting and preparation of financial statements</b>  The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
b	<p><b>Use of estimates</b></p>
c	<p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
d	<p><b>Inventories</b></p>
e	<p>Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.</p>
f	<p><b>Depreciation and amortisation</b></p>
g	<p>Depreciation has been provided on the Written Down Value method as per the rates prescribed in Schedule XIV to the Companies Act, 1956.</p>
h	<p>Assets costing less than Rs.5,000 each are fully depreciated in the year of capitalisation</p>
i	<p><b>Revenue recognition</b></p>
j	<p><b>Sale of goods</b></p>
k	<p>Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales are stated including Excise Duty but excluding sales tax and value added tax.</p>
l	<p><b>Other income</b></p>
m	<p>Interest income is accounted on accrual basis.</p>
n	<p><b>Fixed Assets</b></p>
o	<p>Fixed Assets are stated at Cost, less accumulated depreciation/amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.</p>
p	<p><b>Investments</b></p>
q	<p>Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.</p>



Notes	Particulars
i	<p><b>Employee benefits</b></p> <p>Employee benefits include provident fund, gratuity fund and compensated absences.</p> <p><u>Defined contribution plans</u></p> <p>The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.</p> <p><u>Defined benefit plans</u></p> <p>For defined benefit plans in the form of gratuity fund, the cost of providing benefits is not ascertainable as the Company is yet to evolve a scheme for the same.</p> <p><u>Short-term employee benefits</u></p> <p>The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under :</p> <p>(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and</p> <p>(b) in case of non-accumulating compensated absences, when the absences occur.</p> <p><u>Long-term employee benefits</u></p> <p>The Company does not have a Scheme for Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service.</p>
j	<p><b>Borrowing costs</b></p> <p>Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.</p>
k	<p><b>Earnings per share</b></p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share, if any, is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.</p>
i	<p><b>Taxes on income</b></p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the</p>

Notes	Particulars
m	<p>Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets.</p> <p>Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised.</p> <p>Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p> <p>Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.</p>
m	<p><b>Impairment of assets</b></p> <p>The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.</p>
n	<p><b>Provisions and contingencies</b></p> <p>A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.</p>
o	<p><b>Initial Public Offer and Deferred Revenue Expenditure</b></p> <p>Initial Public Offer expenses have been included in the Preliminary expenses and set off against Share Premium Account.</p> <p>Advertisement, Publicity and other related expenses incurred by the Company towards Brand Building included in the Cost of Project are treated as Deferred Revenue Expenditure and are written off at the rate of 1/5<sup>th</sup> every year commencing from the year 2008-2009, being the year in which the New Project was commissioned. Advertisement, Public awareness and Brand Building Expenses incurred by the Company after commissioning the new project leading upto the adoption and implementation of Montreal Protocol, in India shall be amortized over a period of 5 years.</p>



# Cash Flow Statement for the year ended 31st March, 2014

(Figures for the previous year have been rearranged to conform with the revised presentation)

	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
<b>A. NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS</b>		
<b>ADJUSTMENTS FOR :</b>		
Depreciation	23,350,001	6,222,835
Interest etc. (Net)	22,871,078	6,086,939
Income from Long Term Investments	-	-
Amortisation of Deferred Revenue Expenditure	-	5,546,163
Income from Current Investments	-	-
Fixed Assets - (Profit) / Loss on Sale	85,366	44,003,435
Loss on Sale of Current Investments - Net	-	-
Unrealised (Gain)/Loss on Exchange (Net)	-	-
Write off/Loss off Bad debts	-	84,783,380
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		
<b>ADJUSTMENTS FOR :</b>		
Trade and Other Receivables	33,048,954	113,588,127
Inventories	(4,222,872)	(1,332,604)
Trade Payables and other Current Liabilities	1,357,872	(11,360,603)
<b>CASH GENERATED FROM OPERATIONS</b>	88,284,900	116,322,713
Short term provisions - Net	416,609	-
Cash Flow before Exceptional items	87,868,291	116,322,713
Exceptional items paid/received	-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	87,868,291	116,322,713
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(6,639,909)	1,504,984
Sale of Fixed Assets	133,152,367	(42,945,657)
Purchase of Business	-	-
Purchase of Current Investments	-	-
Sale/Redemption of Current Investments	-	-
Purchase of Long Term Investments	-	-
Sale of Long Term Investments	8	(2,227,246)
Income from Long Term Investments Received	-	-
Income from Current Investments Received	-	-
Interest Received	996	(71,810)
Refund of Deposits towards Property Options	-	-
Loans Given	-	539,288
Loans Realised	489,182	(43,200,441)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	489,182	73,122,272
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from issue of Share Capital	-	-
Proceeds from Long Term Borrowings	-	-
Increase in short Term Borrowings	2,841,355	-
Repayments of Long Term Borrowings	(25,346,100)	(17,714,003)
Net increase / (decrease) in Cash/Export Credit Facilities and other Short Term	(168,780,855)	-
Interest etc. Paid	(22,872,074)	(6,158,750)
Dividends Paid	-	-
Income Tax on Dividend Paid	-	-
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES</b>	(214,157,674)	(23,872,753)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>		
<b>OPENING CASH AND CASH EQUIVALENTS</b>	713,260	49,249,519
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	11,308,395	2,802,908
	12,021,657	11,308,395
<b>CASH AND CASH EQUIVALENTS COMprise :</b>		
Cash and Bank Balances	12,021,657	11,308,395
Unrealised Loss / (Gain) on Foreign Currency Cash and Cash Equivalents	-	11,308,395

As per our Audit Report of even date

For and on behalf of the Board of Directors

For BHANDARI & KESWANI

Chartered Accountants

FRN. 000433S

P. Bhandari

Partner

Membership No. 17411

Place : Chennai

Date : 30.05.2014

T. Anil Jain

Managing Director

D. Hem Senthil Raj

Director

T. Jagdish Jain

Director

S. Gopalakrishnan

Company Secretary

**REFEX INDUSTRIES LIMITED**  
(CIN: L45200TN2002PLC049601)

Registered Office : No.20, Mooker Nalla Muthu Street, Chennai 600 001.

**PROXY FORM (Form No. MGT-11)**

[Pursuant to section 105(6) of the companies Act, 2013 and Rule 19(3) of the Companies (Management and administration), Rules, 2014]

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio/DPID - Client ID No. : .....

I/We being the member(s) of Refex Industries Ltd. Holding ..... Shares, hereby appoint:

(1) Name : .....

Address : .....

Email-ID : ..... (Signature) ..... (Or failing him)

(2) Name : .....

Address : .....

Email-ID : ..... (Signature) ..... (Or failing him)

(3) Name : .....

Address : .....

Email-ID : ..... (Signature) ..... (Or failing him)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th AGM of the Company, to be held on Monday, 29th September 2014 at 3.30 P.M at the Nahar Hall, Deshabandu Plaza, 1st floor 47, Whites Road, Royapettah, Chennai - 600 014 and at any adjourned thereof in respect of such Resolutions as are indicated overleaf:

P.T.O

.....

**REFEX INDUSTRIES LIMITED**  
(CIN: L45200TN2002PLC049601)

Registered Office : No.20, Mooker Nalla Muthu Street, Chennai 600 001.

**ATTENDANCE SLIP**  
**12<sup>TH</sup> ANNUAL GENERAL MEETING**

I/We hereby record my/our presence at the 12th Annual General Meeting of the Company at Nahar Hall, Deshabandu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014.

Member's Folio/DPID-Client ID No.

Member's Proxy's name in Block letters

Member's / Proxy's Signature

Sl.No.	DESCRIPTION OF RESOLUTIONS	Optional	
		For	Against
1.	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2014.		
2.	Re-appointment of Mr. T. Jagdish Jain, Director, who retires by rotation.		
3.	Appointment of M/s. Bhandari & Keshwari, Chartered Accountants as Auditors.		
4.	Appointment of Mr. N.D. Trivedi as an Independent Director.		
5.	Appointment of Mr. D. Hem Senthil Raj as an Independent Director.		
6.	Re-appointment of Mr. T. Anil Jain as the Managing Director.		

Signed this .....day of September 2014

Affix  
Rev.Stamp

Signature of the Shreholder(s) .....day of September 2014

Notes: (1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) It is optional to put a "X" mark in the appropriate column against the resolutions indicated in the Box, If you leave "For" and "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



## **Refex Industries Limited**

**(Formerly Refex Refrigerants Limited)**

Regd. Office : 20, Mooker Nallamuthu Street, Chennai - 600 001. India

Corporate Office: No. 67, Bazullah Road, T.Nagar,  
Chennai - 600 017. India Ph : +91-44-4340 5950 Fax : +91-44-4269 4112

**FORM B**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	REFEX INDUSTRIES Ltd
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2014
3.	Type of Audit qualification	The company is not providing for liability for gratuity as per actuarial valuation.
4.	Frequency of qualification	The same qualification appeared in the last year annual report 2012-13 also.
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	<p><b>Auditors Qualification:</b>            The Company is not providing for liability for gratuity as per actuarial valuation, which is in contravention of 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.</p> <p><b>Management reply:</b>            Provision toward Gratuity for the year has not been made and the board is of the opinion that the same will not affect the result of the company significantly.</p>
6.	Additional comments from the board/audit committee chair:	NIL
7.	To be signed by- <ul style="list-style-type: none"> <li>• CEO/Managing Director</li> </ul>	For REFEX INDUSTRIES LTD.   Managing Director.

- CFO
- Auditor of the company
- Audit Committee Chairman

The company is in the process of appointing a CFO.

For BHANDARI & KESWANI  
Chartered Accountants

*B. Bhandari*

PARTNER

For REFEX INDUSTRIES LTD,

*Refex Industries*

Director