



**CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & E-VOTING DURING THE
31st ANNUAL GENERAL MEETING (AGM) OF REFEX RENEWABLES & INFRASTRUCTURE LIMITED**
*(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 as amended)*

To,
**The Chairman of 31st Annual General Meeting of
Refex Renewables & Infrastructure Limited**
CIN: L40100TN1994PLC028263
Registered Office: 2nd Floor, Refex Towers,
313, Sterling Road Signal, Valluvar Kottam High Road,
Nungambakkam, Chennai – 600034, Tamil Nadu

**Subject: Consolidated Scrutinizer's Report on remote e-Voting and e-Voting during the 31st Annual
General Meeting ("AGM") of the Equity Shareholders of Refex Renewables & Infrastructure
Limited held on Thursday, September 18, 2025 at 11:00 A.M (IST) through Video Conferencing
(VC)/ Other Audio-Visual Means (OAVM).**

Dear Sir,

I, **A. Mohan Kumar (FCS-4347 / CoP No. 19145)**, Practicing Company Secretary, have been appointed as the
Scrutinizer by the Board of Directors of **Refex Renewables & Infrastructure Limited ("Company")** at its
meeting held on **August 07, 2025**, for the purpose of scrutinizing the following:

- (i) Remote e-Voting process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"); and
- (ii) Electronic voting done by the shareholders of the Company under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

at the 31st Annual General Meeting ("AGM") held on **Thursday, September 18, 2025 at 11:00 A.M. (IST)**
through VC/OAVM, in respect of all 06 resolutions set out in the **Notice dated August 07, 2025**.

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Act and the rules made thereunder and the SEBI Listing Regulations, relating to voting including voting by electronic means for the resolutions stated in the Notice dated August 07, 2025, convening the 31st AGM of the members of the Company.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "**assent/favor**" and "**dissent/against**" the resolutions set out in the Notice of 31st AGM, based on the reports generated from the e-voting system provide by NSDL, the authorized agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, I ensured that e-Voting and remote e-Voting done by the shareholders was in order and in

compliance with the relevant provisions under the Companies Act, 2013 and Rules made thereunder.

Convening of 31st AGM:

The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 09/2024 dated September 19, 2024 read with 09/2023 dated September 25, 2023 read with General Circular No.10/2022 dated December 28, 2022 read with General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 19/2021 dated December 08, 2021 read with General Circular No. 21/2021 dated December 14, 2021 read with General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 05, 2020, General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with SEBI/ HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as the "SEBI Circulars") have permitted the companies to hold their general meetings through video conferencing / any other audio visual means ("VC/OAVM facility") without the physical presence of the members at a common venue.

Hence, the 31st AGM of the Company was held on **Thursday, September 18, 2025 at 11:00 A.M. (IST)** through **VC/OAVM**, in accordance with the applicable provisions of:

- (i) The Companies Act, 2013 and the Rules made thereunder;
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India and
- (iv) The **MCA Circulars** and the **SEBI Circulars**.

The attendance of the members attending the 31st AGM through VC/OAVM was counted for the purpose of reckoning the quorum under Section 103 of the Act.

Dispatch of Notice convening the 31st AGM:

The Annual Report for FY25 along with the Notice dated August 07, 2025, convening 31st AGM of the Company along with Statement setting out material facts, under Section 102 of the Companies Act, 2013, in respect of the resolutions to be passed at the 31st AGM of the Company, were sent **only through electronic mode on e-mail IDs** in compliance with the MCA Circulars and the SEBI Circulars, on **Monday, August 25, 2025 to 2,423 eligible members**, whose names appeared in the Register of Members/ records of depositories as beneficial owners, out of total **2,794 members**, as on **Friday, August 22, 2025**, and were also made available on the Company's website at www.refexrenewables.com under 'Investor Relations' section, websites of the Stock Exchange, i.e., the BSE Limited at www.bseindia.com and on the website of National Depository Services Limited (NSDL) at <https://www.evoting.nsdl.com>.

E-Voting Agency:

The Company had appointed National Depository Services Limited ("NSDL") as the agency for providing remote e-Voting facility and e-voting facility to the shareholders present at the AGM through VC/ OAVM who had not cast their vote earlier through remote e-voting facility.

Newspaper Advertisement:

Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released a **Public Notice** by way of advertisement in **Newspapers**, published on **Tuesday, August 26, 2025**, in **Business Standard** (All Editions) (**English**) and **Dinamani** (All Editions) (**Tamil**).

The Notice published in the Newspapers carried the required information as specified in the Rule 20(4)(v)(a) to (h) of the Companies (Management and Administration) Rules, 2014.

Cut-off Date:

The shareholders of the Company holding shares as on the "**Cut-Off Date**", i.e., **Thursday, September 11, 2025**, were entitled to vote on the proposed resolutions as set out at **Item Nos. 1 to 6** in the Notice of the 31st AGM of **Refex Renewables & Infrastructure Limited**.

As on the Cut-Off Date, there were **2,786 shareholders** of the Company.

Remote e-Voting Period:

The voting period for remote e-Voting commenced on **Monday, September 15, 2025 at 09:00 A.M. (IST)** and ended on **Wednesday, September 17, 2025 at 05:00 P.M. (IST)** and NSDL e-Voting platform was closed thereafter.

Voting at the AGM:

In line with Regulation 44(1) and 44(2) of the SEBI Listing Regulations and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of the AGM, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

Accordingly, NSDL, the remote e-Voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who had cast their votes through remote e-Voting.

The Company had provided e-Voting facility to the members present/ logged-in at the 31st AGM through VC/OAVM and who had not cast their vote earlier.

Counting Process:

On completion of e-Voting at the 31st AGM, I unblocked the results of the remote e-Voting and e-Voting by the members at the AGM, on NSDL e-voting platform and downloaded the results for scrutiny.

I have scrutinized and reviewed the voting through electronic means prior to the 31st AGM and during the 31stAGM and votes tendered therein, based on the data downloaded from the NSDL e-Voting system.

Consolidated Results:

I now submit my Consolidated Report as under, on the result of the remote e-Voting conducted prior to the AGM and during the AGM in respect of the said resolutions.

THE CONSOLIDATED RESULTS OF E-VOTING ARE AS UNDER:

ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution:

Audited Financial Statements of the Company for the financial year ended March 31, 2025 and reports of the Board of Directors and Auditors thereon

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	04	19,76,287	01	3,173	05	19,79,460	99.999
Dissent/Against	01	01	00	00	01	01	0.0001
Invalid	00	00	00	00	00	00	0.00
Total	05	19,76,288	01	3,173	06	19,79,461	100.00

*As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the **Ordinary Resolution with regard to Item No. 1 as set out in the Notice of the AGM is passed with requisite majority.***

Item No. 2: Ordinary Resolution:

Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	04	19,76,287	01	3,173	05	19,79,460	99.999
Dissent/Against	01	01	00	00	01	01	0.0001
Invalid	00	00	00	00	00	00	0.00
Total	05	19,76,288	01	3,173	06	19,79,461	100.00

*As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the **Ordinary Resolution with regard to Item No. 2 as set out in the Notice of the AGM is passed with requisite majority.***

Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Anil Jain (DIN: 00181960) as a Director (Non-Executive), who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	04	19,76,287	01	3,173	05	19,79,460	99.999
Dissent/Against	01	01	00	00	01	01	0.0001
Invalid	00	00	00	00	00	00	0.00
Total	05	19,76,288	01	3,173	06	19,79,461	100.00

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the **Ordinary Resolution with regard to Item No. 3 as set out in the Notice of the AGM is passed with requisite majority.**

SPECIAL BUSINESS:

Item No. 4: Ordinary Resolution:

Appointment of Mr. Dinesh Kumar Agarwal (DIN: 07544757) as a Director (Non-Executive) of the Company

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	04	19,76,287	01	3,173	05	19,79,460	99.999
Dissent/Against	01	01	00	00	01	01	0.0001
Invalid	00	00	00	00	00	00	0.00
Total	05	19,76,288	01	3,173	06	19,79,461	100.00

As the numbers of votes cast in favor of the resolution were more than the number of votes cast against, we report that the **Ordinary Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed with requisite majority.**

Item No. 5: Special Resolution:

Amendment(s) to the RRIL – Employees Stock Option Scheme 2022 (“Scheme” or “ESOP”)

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	04	19,76,287	01	3,173	05	19,79,460	99.999
Dissent/Against	01	01	00	00	01	01	0.0001
Invalid	00	00	00	00	00	00	0.00
Total	05	19,76,288	01	3,173	06	19,79,461	100.00

As the numbers of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the **Special Resolution with regard to Item No. 5 as set out in the Notice of the AGM is passed with requisite majority.**

Item No. 6: Special Resolution:

Alteration in Objects clause of the Memorandum of Association of the Company

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	Number	Votes	
Assent/Favor	03	19,75,887	01	3,173	04	19,79,060	99.98
Dissent/Against	02	401	00	00	02	401	0.02
Invalid	00	00	00	00	00	00	0.00
Total	05	19,76,288	01	3,173	06	19,79,461	100.00

*As the numbers of votes cast in favor of the resolution were not less than three times the number of the votes cast against, we report that the **Special Resolution with regard to Item No. 6 as set out in the Notice of the AGM is passed with requisite majority.***

All the 06 (six) resolutions stand passed under remote e-Voting and e-Voting with the requisite majority and, hence, deemed to be passed as on the date of the AGM, i.e., on Thursday, September 18, 2025.

Records:

I hereby confirm that I am maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e-Voting and e-Voting during the 31st Annual General Meeting, by way of electronic means by the members of the Company.

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 31st Annual General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.

You may kindly declare the results accordingly.

Thanking you.
Yours faithfully,


For Mohan Kumar & Associates

ARAVAMUDHAN Digitally signed by
ARAVAMUDHAN MOHAN KUMAR
MOHAN KUMAR Date: 2025.09.18 14:37:54 +05'30'

A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
Peer Review Certificate No. 2205/2022
UDIN: F004347G001276200

Place: Chennai
Date: September 18, 2025

Countersigned by:

 Digitally signed by
VINAY AGGARWAL
Date: 2025.09.18
14:50:27 +05'30'

Vinay Aggarwal
Company Secretary & Compliance Officer
ACS-39099