



**SCRUTINIZER'S REPORT ON POSTAL BALLOT THROUGH REMOTE E-VOTING OF  
REFEX RENEWABLES & INFRASTRUCTURE LIMITED**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,  
**The Chairman of Refex Renewables & Infrastructure Limited**  
**CIN: L40100TN1994PLC028263**  
**Registered Office:** 2<sup>nd</sup> Floor, Refex Towers,  
313, Sterling Road Signal, Valluvar Kottam High Road,  
Nungambakkam, Chennai – 600034, Tamil Nadu

**Subject: Scrutinizer's Report on Postal Ballot through remote e-Voting in respect of special resolution passed by the equity shareholders of Refex Renewables & Infrastructure Limited.**

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 **November 10, 2025**, for the purpose of scrutinizing the postal ballot through remote e-Voting in respect of special resolution as proposed in the Postal Ballot Notice dated November 10, 2025 ("**Postal Ballot Notice**"), proposed to be passed by the equity shareholders, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and 22 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**").

**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 remote e-voting for the special resolution stated in the Postal Ballot Notice.

**Responsibility as a Scrutinizer**

My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "**assent/favor**" and "**dissent/against**" the resolution set out in Postal Ballot Notice, 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 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.

**Postal Ballot**

Pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 ("**MCA Circulars**") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and any other applicable provision of Listing Regulations and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 issued by the Securities and Exchange Board of India ("**SEBI Circulars**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and other applicable laws and regulations



(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of **Refex Renewables & Infrastructure Limited**, in its meeting held on **November 10, 2025**, had accorded its approval for transacting the special business as set out below, by way of a special resolution to be passed by the shareholders of **Refex Renewables & Infrastructure Limited** ("**Company**") by means of postal ballot only through remote e-voting by electronic means ("**remote e-voting**") ("**Postal Ballot**").

Item No.	Description of Special Resolution
1.	Change of name of the Company from "Refex Renewables & Infrastructure Limited" to "Ecosphere Sustainable Energy Limited" and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

The Postal Ballot was concluded on **Thursday, December 11, 2025 at 05:00 P.M. (IST)**, 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 (**SS-2**) issued by the Institute of Company Secretaries of India and
- (iv) The **MCA Circulars** and the **SEBI Circulars**.

#### **Cut-off Date**

The shareholders of the Company holding shares as on the "**Cut-Off Date**", i.e., **Friday, November 07, 2025**, were entitled to vote on the proposed resolutions as set out at Item No. 1 as set-out in the Postal Ballot Notice of Refex Renewables & Infrastructure Limited. As on Cut-Off Date, there were **2,704 members** of the Company.

#### **Dispatch of Postal Ballot Notice**

The Postal Ballot Notice along with Statement setting out material facts, under Section 102 of the Companies Act, 2013, in respect of the proposed special resolution to be passed, was sent **only through electronic mode on e-mail IDs** in compliance with the MCA Circulars and the SEBI Circulars, on **Monday, November 10, 2025** to **2,333 members**, whose names appeared in the Register of Members/ records of depositories as beneficial owners, out of total **2,704 members**, as on **Friday, November 07, 2025 ("Cut-Off Date")**, and was also made available on the Company's website at [www.refexrenewables.com](http://www.refexrenewables.com) under '**Investor Relations**' section, websites of the Stock Exchange, i.e., the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Depository Services Limited (**NSDL**) at <https://www.evoting.nsdl.com>.

Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company had sent physical letters to **371 members** of the Company whose email addresses were not registered in their demat accounts/ folio numbers, informing that the Postal Ballot Notice can be accessed through web-link and/or QR code mentioned therein.

#### **E-Voting Agency**

The Company had appointed National Depository Services Limited ("**NSDL**") as the agency for providing remote e-Voting facility to the shareholders under postal ballot process.

#### **Newspaper Advertisement**

Pursuant to Rule 22(3) 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, November 11, 2025**, in **Business Standard** (All Editions) (**English**) and **Dinamani** (All Editions) (**Tamil**), covering the required information as stipulated thereunder.

#### **Remote e-Voting Period**

The voting period for remote e-Voting commenced on **Wednesday, November 12, 2025 at 09:00 A.M. (IST)** and ended on **Thursday, December 11, 2025 at 05:00 P.M. (IST)** and NSDL e-Voting platform was closed thereafter.



## Counting Process

On conclusion of postal ballot process on December 11, 2025, I unblocked the results of the remote e-Voting on NSDL e-voting platform and downloaded the results for scrutiny. I have scrutinized and reviewed the remote voting through electronic means, based on the data downloaded from the NSDL e-Voting system.

I now submit my Scrutinizer's Report as under, on the result of the remote e-Voting conducted under postal ballot process in respect of the said resolution.

### **THE RESULTS OF REMOTE E-VOTING ARE AS UNDER:**

#### **Item No. 1: Special Business: Special Resolution:**

**Change of name of the Company from "Refex Renewables & Infrastructure Limited" to "Ecosphere Sustainable Energy Limited" and consequent alteration in the Memorandum of Association and Articles of Association of the Company**

Particulars	Remote e-voting		Total		Percentage (%) of total number of valid votes cast
	Number	Votes	Number	Votes	
Assent/Favor	07	19,76,022	07	19,76,022	58.67
Dissent/Against	01	13,91,869	01	13,91,869	41.33
Invalid	00	00	00	00	0.00
<b>Total</b>	<b>08</b>	<b>33,67,891</b>	<b>08</b>	<b>33,67,891</b>	<b>100.00</b>

*As the numbers of votes cast in favor of the resolution **are less than** three times the number of the votes cast against, we report that the **Special Resolution with regard to Item No. 1 as set out in the Postal Ballot Notice is not passed.***

**The Special Resolution stands disapproved and, hence, deemed not passed as on the last date of remote e-Voting, i.e., on Thursday, December 11, 2025, as per Para 16.6.3 of SS-2.**

## Records

The relevant records relating to the remote e-voting shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman approves and signs the Postal Ballot Minutes.

You may kindly declare the results accordingly.

Thanking you.

Yours faithfully,

**For Mohan Kumar & Associates**

**Countersigned by:**

**A. Mohan Kumar**

Practicing Company Secretary  
Membership Number: FCS 4347  
Certificate of Practice Number: 19145  
Peer Review Certificate No. 2205/2022  
UDIN:F004347G002373835

**Vinay Aggarwal**

Company Secretary & Compliance Officer  
ACS-39099

Place: Chennai

Date: December 12, 2025