

REFEX RENEWABLES & INFRASTRUCTURE LIMITED

Registered Office: 2nd Floor, Refex Towers, Sterling Road Signal, 313, Valluvar Kottam High Road, Nungambakkam, Chennai – 600034, Tamil Nadu

Tel: +91 44 43405950; **Website:** <https://refexrenewables.com>; **E-mail:** cs@refexrenewables.com

(Corporate Identity Number: L40100TN1994PLC028263)

POSTAL BALLOT NOTICE

(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed 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**”) 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, any circular issued by the Securities and Exchange Board of India (“**SEBI**”), 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*).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions related to e-voting are appended to this Notice.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “**NSDL**” or “**Service Provider**”) for facilitating remote e-voting to enable the members to cast their votes electronically instead of dispatching postal ballot forms.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (“**Notice**”) only by email to its members who have registered their email address as on **Friday, November 07, 2025** (“**Cut-Off Date**”) with the Company/ registrar and share transfer agent or depository(ies)/ depository participants and the communication of assent/ dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed **Mr. Mohan Kumar, Practicing Company Secretary, FCS-4347, CP No. 19145 as the Scrutinizer** to scrutinize the postal ballot process through remote e-Voting in fair and transparent manner. The Scrutinizer has consented to act as Scrutinizer for this postal ballot. The remote e-voting period commences from **Wednesday, November 12, 2025, at 09:00 a.m. (IST) and shall end on Thursday, December 11, 2025, at 05:00 p.m. (IST)**. The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice. Members are requested to carefully read the instructions related to e-voting and record assent (for) or dissent (against) therein on the proposed resolutions through e-voting process.

The voting results along with the scrutinizer’s report would be intimated to BSE Limited (“**BSE**”), where the equity shares of the Company are listed. The same will also be uploaded on the Company’s website i.e. <https://refexrenewables.com/investor-relations.php> and on the website of remote e-voting providing agency, viz., National Securities Depository Limited (“**NSDL**”) at <https://www.evoting.nsdl.com>.

The appended Resolution shall be deemed to have been passed, if approved by requisite majority, on the last date specified by the Company for completion of remote e-voting, i.e., **Thursday, December 11, 2025**.

SPECIAL BUSINESS:

Item No. 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

Members are requested to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014 *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)* and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the Uniform Listing Agreement entered into by the Company with the BSE Limited ("**BSE**"), and pursuant to no objection in the availability of the proposed name, as approved by the Central Registration Centre, Ministry of Corporate Affairs, and subject to the approval of the Central Government and / or any other authority as may be necessary, the consent of the members of the Company, be and is hereby accorded for change of name of the Company from "**Refex Renewables & Infrastructure Limited**" to "**Ecosphere Sustainable Energy Limited**".

RESOLVED FURTHER THAT 1st Clause of the Memorandum of Association of the Company, relating to Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new 1st Clause:

"1st The Name of the Company is Ecosphere Sustainable Energy Limited."

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Chennai, consequent upon change of name, the old name "**Refex Renewables & Infrastructure Limited**" as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents/records and places be substituted with the new name "**Ecosphere Sustainable Energy Limited**".

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to sign and execute all such agreements, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

Date: November 10, 2025

Place: Chennai

By Order of the Board of Directors
For **Refex Renewables & Infrastructure Limited**

Registered Office:

2nd Floor, Refex Towers, Sterling Road Signal, 313,
Valluvar Kottam High Road, Nungambakkam,
Chennai – 600034, Tamil Nadu
CIN: L40100TN1994PLC028263

Vinay Aggarwal
Company Secretary & Compliance Officer
ACS – 39099

NOTES:

1. In accordance with the provisions of Section 110 of the Companies Act, 2013 (“Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*), the Company is sending the Postal Ballot Notice in electronic form only by e-mail to all the members, whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, November 07, 2025 (“Cut-Off Date”)** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, GNSA Infotech Private Limited (“RTA”).
2. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only.
3. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
4. Members may note that the Postal Ballot Notice is also available on the Company’s website at: (www.refexrenewables.com) under ‘Investor Relations’ section, websites of the Stock Exchange i.e., the BSE Limited (www.bseindia.com) and on the website of NSDL (<https://www.evoting.nsdl.com>).
5. **REMOTE E-VOTING PERIOD:** The remote e-voting period commences on **Wednesday, November 12, 2025 (09:00 a.m. IST) and ends on Thursday, December 11, 2025 (05:00 p.m. IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date, i.e., **Friday, November 07, 2025**, may cast their vote by remote e-voting.
6. The voting for this Postal Ballot cannot be exercised through proxy.
7. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (“Act”) with respect to Item No. 1 forms part of this Notice.
8. Members are requested to direct notifications about change of name / address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to GNSA Infotech Private Limited, Registrar and Share Transfer Agent of the Company (“GNSA”) at GNSA Infotech Private Limited, **Unit:** Refex Renewables & Infrastructure Limited, “Nelson Chambers, No. 115, 4th Floor, F Block, Nelson Manickam Road, Aminjikari, Chennai – 600029, Tamil Nadu, Contact No: +91 44 42962025, Email: sta@gnsaindia.com, in case the shares are held in physical form.
9. In case, members have any queries or issues regarding e-voting facility, they may refer to:
 - i. Frequently Asked Questions (FAQs) or e-voting user manual for Members, available under download section at the NSDL weblink: www.evoting.nsdl.com or call on 022- 4886 7000 and 022 - 2499 7000 or
 - ii. send a request to (Ms. Pallavi Mhatre, Senior Manager) at evoting@nsdl.co.in.

General Guidelines for Shareholders.

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant board resolution/ authority letter etc., with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutinizer by e-mail to needamohan@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (*i.e., other than individuals, HUF, NRI etc.*) can also upload their board resolution / power of attorney / authority letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

The instructions to shareholders for e-voting are as under:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
- (ii) Currently, there are multiple e-voting service providers (**ESPs**) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (iii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the

	screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then, user your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at: helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘**Initial Password**’ which was communicated to you. Once you retrieve your ‘**Initial Password**’, you need to enter the ‘**Initial Password**’ and the system will force you to change your password.
 - c. How to retrieve your ‘**Initial Password**’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘**Initial Password**’ If your email ID is registered in your demat account or with the company, your ‘**Initial Password**’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘**Initial Password**’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “**Initial password**” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.
8. Now, you will have to click on “**Login**” button.
9. After you click on the “**Login**” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful log-in at **Step 1**, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle is in active status.
2. Select “**EVEN**” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

The following Explanatory Statement, as required under Section 102(1) of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), each as amended, sets out all material facts relating to the business(es) to be dealt through Postal Ballot process, as mentioned under Item No. 1 of the accompanying Postal Ballot Notice dated November 10, 2025:

Item No. 1: Change of Name of the Company from "Refex Renewables & Infrastructure Limited" to "Ecosphere Sustainable Energy Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company

Your Company was originally incorporated as "ScanetAcqua Exports Limited" on August 04, 1994, as a public limited company under the provisions of the Companies Act, 1956 with a certificate of incorporation issued by the Registrar of Companies, Chennai, in the state of Tamil Nadu.

Thereafter, the name of the Company was changed several times and lastly, the name of our Company was changed from "Sunedison Infrastructure Limited" to "Refex Renewables & Infrastructure Limited", and a fresh certificate of incorporation consequent to the change of name was issued by the Registrar of Companies, Chennai, Tamil Nadu on 25/10/2022, under the provisions of the Companies Act, 2013.

The name of the Company is now proposed to be changed again from **Refex Renewables & Infrastructure Limited** to **Ecosphere Sustainable Energy Limited**, which reflects the Company's evolving business vision, strategic direction, and commitment to sustainability.

- Alignment with Broader Vision and Mission:** The new name, *Ecosphere Sustainable Energy Limited*, better represents the Company's long-term commitment to sustainable energy solutions, environmental responsibility, and innovation within the clean energy ecosystem. While "Refex Renewables & Infrastructure" focused primarily on renewable and infrastructure development, the term "Ecosphere" embodies a more holistic approach towards creating an integrated, sustainable energy environment.
- Expansion of Business Scope:** The Company is diversifying beyond traditional renewable energy generation into other areas such as energy efficiency, circular economy solutions, sustainable infrastructure, and carbon management. The new name encompasses this broader scope and signals the Company's transition from a conventional renewable energy provider to a comprehensive sustainable energy solutions partner.
- Market Differentiation and Brand Identity:** The new name will strengthen the Company's brand identity, making it more distinctive, contemporary, and globally relevant. "Ecosphere" conveys innovation, sustainability, and collaboration — values that align with the Company's mission and resonate strongly with customers, partners, and stakeholders.
- Consistency with Environmental and ESG Goals:** The rebranding reinforces the Company's Environmental, Social, and Governance (ESG) commitments. It positions the Company as a leader in sustainable business practices, supporting India's transition to a low-carbon economy and aligning with global sustainability goals.
- Continuity and Legacy:** While adopting a new identity, the Company will continue to uphold the legacy, values, and operational excellence associated with the "Refex" brand. The change is strategic in nature and aims to enhance the Company's recognition and relevance in the evolving clean energy sector.

The proposed name **Ecosphere Sustainable Energy Limited** better encapsulates the Company's broader sustainability focus, strategic direction, and future growth aspirations in the clean energy and sustainable infrastructure space.

Accordingly, the Board of Directors of the Company, vide its resolution passed through circulation on October 17, 2025, resolved to change the name of the Company from **Refex Renewables & Infrastructure Limited** to **Ecosphere Sustainable Energy Limited**.

Subsequently, the Company has filed an application in e-form RUN for reservation of name of an existing company, vide SRN: AB8437622 dated October 17, 2025 and CRC vide its letter dated October 29, 2025, has approved the application for reservation of the proposed new name of the Company, which is valid for a period not exceeding 60 days from the date of said approval.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), read with General Circular

No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, read with General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued in this regard issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to other applicable laws and regulations, the Company may obtain the approval of shareholders through postal ballot.

In view of the above, it is proposed to seek approval of the shareholders of the Company by way of a special resolution for change in the name and amendment of Clause 1st of the Memorandum of Association of the Company through postal ballot process.

The Board believes that the new name will help represent Refex Group's activities and will be in the best interest of the Company's operations and all stakeholders.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members / stakeholders and would be subject to approval of the Ministry of Corporate Affairs.

*The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from the Statutory Auditors in respect of the same, copy of which is annexed herewith as **Annexure-A**.*

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the special resolution set out at Item No. 1 of the Postal Ballot Notice for approval by the members of the Company.

Date: November 10, 2025

Place: Chennai

By Order of the Board of Directors
For **Refex Renewables & Infrastructure Limited**

Registered Office:

2nd Floor, Refex Towers, Sterling Road Signal, 313,
Valluvar Kottam High Road, Nungambakkam,
Chennai – 600034, Tamil Nadu
CIN: L40100TN1994PLC028263

Vinay Aggarwal
Company Secretary & Compliance Officer
ACS – 39099



ABCD & CO LLP

Chartered Accountants

#79 | Peters Road | Royapettah | Chennai - 600 014.TN | India | Tel : +91 44 4858 1486

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

Refex Renewables & Infrastructure Limited

CIN: L40100TN1994PLC028263

Registered Office: 2nd Floor, Refex Towers,

Sterling Road Signal, 313, Valluvar Kottam High Road,

Nungambakkam, Chennai – 600034, Tamil Nadu

RE: Change of Name of “Refex Renewables & Infrastructure Limited” to “Ecosphere Sustainable Energy Limited”.

1. This Certificate is issued at the request of **Refex Renewables & Infrastructure Limited (“Company”)**.
2. The Company is required to submit a certificate from practicing-chartered accountant certifying the compliance with the conditions prescribed in sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for change of name of the Company from “Refex Renewables & Infrastructure Limited” to “Ecosphere Sustainable Energy Limited”.

Management’s Responsibility:

3. The Management of the Company is responsible for ensuring the compliances with the applicable notifications, circulars and other rules and regulations of the applicable statutory and regulatory laws and rules framed there under and other relevant regulatory compliances.

Our Responsibility:

4. Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of an opinion based on our review of the relevant records produced by the Company for certifying the change of name of the Company.
5. We, **A B C D & Co. LLP**, Chartered Accountants (FRN: 014226S/S000188), Statutory Auditors of the Company, have conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ issued by the Institute of Chartered Accountants of India (“**Guidance Note**”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



Branch

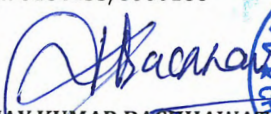
No.30 | 3rd Floor | Sattelite Complex | Koppikar Road | Hubli - 580020 | Karnataka | India | Tel : +91 814 705 6789

Based on our examination and according to the information and explanations provided to us, pursuant to Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

S. No.	Particulars	Our Opinion
(a)	a time period of at least one year has elapsed from the last name change:	A period of 03 (three) years has been elapsed from the last name change. <i>(Existing name viz., Refex Renewables & Infrastructure Limited was effective from October 25, 2022)</i>
(b)	at least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; or	Not applicable. <i>(There is no change in the business activities of the Company and the revenue generated in the preceding financial year i.e., FY 2024-25, is to be considered accountable to the proposed new name.)</i>
(c)	the amount invested in the new activity/ project is at least fifty percent. of the assets of the listed entity	Not applicable. <i>(There is no new activity/project and therefore, investment of any amount therein doesn't arise at all.)</i>

Yours Faithfully
For and on behalf of

For A B C D & Co. LLP
Chartered Accountants
FRN: 016415S/S000188


VINAY KUMAR BACHHAWAT
Partner
M. No.: 214520
UDIN: 25214520BMIHXQ5342



Place: Chennai
Date: October 31, 2025