

September 27, 2024

The BSE Limited

1st Floor, New Trading Wing, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai – 400001 Maharashtra

corp.relations@bseindia.com

Security Code No.: 531260

RE: The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Subject: Proceedings, Voting Results and Consolidated Scrutinizer’s Report of the 30th Annual General Meeting held on Friday, September 27, 2024 at 11:00 am (IST) through VC/OAVM.

Dear Sir(s)/ Ma’am,

We wish to inform you that the **30th Annual General Meeting ('AGM')** of the members of **Refex Renewables & Infrastructure Limited** (*formerly SunEdison Infrastructure Limited*) was held today, i.e., on **Friday, September 27, 2024 at 11:00 a.m.** (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') and the business mentioned in the **Notice dated August 13, 2024** was transacted.

In this regard, please find enclosed the following:

- 1) Summary of Proceedings** of the 30th AGM, as required under Regulation 30 read with Sub-Para 13 of Para A of Part A of Schedule III to the SEBI Listing Regulations, as **Annexure-I**.
- 2) Consolidated Scrutinizer’s Report** dated September 27, 2024, on Remote e-Voting and e-Voting conducted during the 30th AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and 21 of the Companies (Management and Administration) Rules, 2014, as amended, as **Annexure-II**.
- 3) Voting Results** of all the 08 (eight) resolutions (*04 ordinary business-ordinary resolutions and 04 special business-special resolutions*) passed at the 30th AGM, as required under Regulation 44(3) of the SEBI Listing Regulations, in the format specified by the SEBI, as **Annexure-III**.

The same shall also be available on the website of the Company at <https://refexrenewables.com/investor-relations.php>.

We request to take the above information on your records and disseminate the same on your respective website.

Thanking you.

Yours faithfully,

For Refex Renewables & Infrastructure Limited
(Formerly SunEdison Infrastructure Limited)

Vinay Aggarwal

Company Secretary & Compliance Officer
ACS-39099

Encl.: As above.

Refex Renewables & Infrastructure Limited
(Formerly SunEdison Infrastructure Limited)

A Refex Group Company

CIN: L40100TN1994PLC028263

**PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
REFEX RENEWABLES & INFRASTRUCTURE LIMITED
(FORMERLY SUNEDISON INFRASTRUCTURE LIMITED)**

Date, Time and Venue of the 30th Annual General Meeting:

The **30th Annual General Meeting** (“AGM” / “Meeting”) of the equity shareholders of **Refex Renewables & Infrastructure Limited** was held on **Friday, 27th September, 2023 at 11:00 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In view of wider reach and better participation of the shareholders, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/ HO/CFD/PoD2/P/CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as “Circulars”), have permitted companies to hold their general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company was held through VC/OAVM facility.

The **deemed venue** for the 30th AGM was the place from where the Chairperson conducted the proceedings of the 30th AGM, which was Corporate Office of the Company located at **67, Bazullah Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India.**

Directors Present:

(In Person-Conference Room)

1. Mr. Kalpesh Kumar, Managing Director and Chairperson of the 30th AGM;
2. Mr. Anil Jain, Director (Non-Executive) and member of the Stakeholders’ Relationship Committee;
3. Mr. Pillappan Amalanathan, Independent Director and Chairperson of Stakeholders’ Relationship Committee, Member of Audit Committee and Nomination & Remuneration Committee;
4. Ms. Latha Venkatesh, Independent Director;

(Through VC-Remotely)

5. Mr. Sunny Chandrakumar Jain, Director (Non-Executive) and member of Stakeholders’ Relationship Committee from Mumbai;
6. Ms. Jayanthi Talluri, Independent Director and Chairperson of Audit Committee and Nomination & Remuneration Committee from Hyderabad;

Officers (In Person-Conference Room):

1. Mr. Manikandan T, Chief Financial Officer
2. Mr. Vinay Aggarwal, Company Secretary & Compliance Officer

Invitees (Through VC-Remotely):

1. Mr. Kaushik Venkatraman, Partner of M/s VKAN Associates, Chartered Accountants, Statutory Auditors.
2. Mr. Mohan Kumar, Secretarial Auditor and Scrutinizer.

Welcome Address & Introduction:

Mr. Vinay Aggarwal, Company Secretary of the Company co-ordinated to conduct the proceedings of the 30th AGM. He extended a warm welcome to the shareholders and introduced Board members and senior management personnel/officers present at the Meeting.

Chairperson of the 30th AGM:

In terms of Clause 99 of the Articles of Association of the Company, Mr. Kalpesh Kumar, Managing Director of the Company acts as Chairperson of the Board and accordingly, in terms of Clause 76 of the Articles of Association of the Company, the Chairperson of the Board of Directors, presides at every general meeting of the Company.

In view of the same, Mr. Kalpesh Kumar took chair and presided the 30th AGM of the Company from the conference room at the Company's Corporate Office.

Attendance:

Mr. Vinay Aggarwal confirmed the presence of the Statutory Auditors and the Secretarial Auditor & Scrutinizer of the Company, in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI).

Quorum:

Mr. Vinay Aggarwal, thereafter, announced and confirmed the presence of requisite quorum as per Section 103(1)(a)(ii) of the Companies Act, 2013 ("Act").

There were 20 (twenty) members present as per records of attendance shared by NSDL.

The Chairperson, thereafter, called the Meeting to order.

Registers for inspection:

Attention of the members was drawn to the Statutory Registers and other documents, which were kept open and accessible to any person having right to attend the Meeting.

Mr. Vinay Aggarwal informed that the Registers of Directors and Key Managerial Personnel and their shareholdings, Register of Contracts and Arrangements in which Directors are interested and other documents as required to be maintained under the Companies Act, 2013 were open for inspection by the members till the conclusion of the 30th AGM.

Guidelines for attending the AGM:

Mr. Vinay Aggarwal highlighted certain points regarding convening and attending the AGM through electronic mode in compliance of the Circulars.

E-Voting:

Mr. Vinay Aggarwal further informed the members that in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended

and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Company had, through the services of National Depository Services Limited (“**NSDL**”), provided remote e-Voting facility/e-Voting during the AGM, to all its members to cast votes electronically on all the resolutions set forth in the Notice.

The remote e-Voting period had commenced on Tuesday, September 24, 2024 at 09:00 a.m. and concluded on Thursday, September 26, 2024 at 05:00 p.m.

It was further informed that the facility for voting through electronic mode was also made available to the members who were present at the meeting through VC/OAVM and had not cast their votes electronically through remote e-Voting.

Mr. Vinay Aggarwal informed that e-Voting during the AGM on NSDL platform shall be disabled 15 minutes after the closure of AGM by the Chairperson of the AGM.

Scrutinizer:

Mr. Vinay Aggarwal further informed that the Board of Directors had appointed Mr. A. Mohan Kumar, Practicing Company Secretary, holding Membership No. FCS 4347 and C. P. No. 19145, as the Scrutinizer for the purpose of scrutinizing the remote e-Voting process and e-Voting during the AGM, in a fair and transparent manner.

Voting Results & Consolidated Scrutinizer’s Report:

The Company Secretary informed the members that the combined results of remote e-Voting and e-Voting during the 30th AGM along with the Consolidated Scrutinizer’s Report thereon, would be announced within 02 working days, i.e., on or before **Tuesday, October 01, 2024** and shall be disseminated to the stock exchange (BSE Limited) and uploaded on the website of NSDL, the agency providing remote e-Voting/ e-Voting facility during the AGM and also on the website of the Company.

Brief details of items deliberated at the Meeting:

Mr. Vinay Aggarwal read the items of the Ordinary and Special Business transacted at the 30th Annual General Meeting, as detailed below:

S. No.	Resolutions Description	Type of Resolution
Ordinary Business		
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2024 and reports of the Board of Directors and Auditors thereon <i>This was proposed as an Ordinary Resolution</i>	Ordinary Resolution
2	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon <i>This was proposed as an Ordinary Resolution</i>	Ordinary Resolution
3	Re-appointment of Mr. Kalpesh Kumar (DIN: 07966090) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment <i>This was proposed as an Ordinary Resolution</i>	Ordinary Resolution
4	Appointment of M/s ABCD & Co., Chartered Accountants (FRN: 016415S) as Statutory Auditors of the Company and fixing their remuneration <i>This was proposed as an Ordinary Resolution</i>	Ordinary Resolution

Special Business		
5	Re-appointment & Remuneration of Mr. Kalpesh Kumar (DIN: 07966090) as Managing Director & KMP of the Company <i>This was proposed as a Special Resolution</i>	Special Resolution
6	Re-appointment of Mr. Pillappan Amalanathan (DIN: 08730795) as an Independent Director of the Company for second term of 05 consecutive years <i>This was proposed as a Special Resolution</i>	Special Resolution
7	Appointment of Ms. Latha Venkatesh (DIN: 06983347) as an Independent Director of the Company <i>This was proposed as a Special Resolution</i>	Special Resolution
8	Issue of further securities <i>This was proposed as a Special Resolution</i>	Special Resolution

Documents for Inspection:

The Company Secretary informed that the members had been provided an opportunity to inspect all documents referred to in the Notice and the explanatory statement as mentioned in the Notice dated August 13, 2024 convening the 30th AGM, by writing to the Company at its email ID, i.e., cs@refexrenewables.com till the date of AGM.

Chairperson's Address:

Mr. Kalpesh Kumar, Managing Director and Chairperson of the 30th AGM, then, addressed the members and gave an overview of the Company including financial & operational performance for the financial year ended March 31, 2024 and its future outlook.

Auditors' Report:

The Notice convening the 30th AGM, along with the Auditors' Report on the Financial Statements for the financial year 2023-24, being already circulated to all the members, were taken as read.

As required under Secretarial Standard-2 issued by ICSI, qualifications, observations, comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the Company, if any, mentioned in the Auditor's Report, shall be read at the annual general meeting and attention of the members present has to be drawn to explanations/comments given by the Board of Directors in its report.

Members were informed that the Statutory Auditor's Report on the Consolidated Financial Statements is qualified in respect of certain matter in relation to two subsidiaries, which was read out at the Meeting and Board's comments were also narrated for information of the members.

It was informed to the members that there is no qualification, reservation, adverse remark or observation made by the Secretarial Auditor in the **Secretarial Audit Report for FY24**.

Queries/ Views of the Shareholders:

Mr. Vinay Aggarwal, thereafter, informed that the members have been given an opportunity to register themselves in advance to express their view and / or ask questions or queries, if any, pertaining to the business of the Company.

There being no speaker shareholder, Mr. Vinay Aggarwal requested the Chairperson to conclude the Meeting.

Order for e-Voting by the Chairperson:

The Chairperson ordered e-Voting on NSDL platform for the shareholders who had not cast their votes through remote e-Voting.

Thereafter, the Chairperson thanked the members and concluded the 30th AGM.

The members then cast their votes through the e-Voting during the e-AGM on the business items as stated in the Notice of 30th AGM, which remained opened for 15 minutes even after conclusion of the Meeting as declared by the Chairperson of the 30th AGM.

Vote of Thanks:


Mr. Vinay Aggarwal thanked all the shareholders, Board members, Officers, Auditors and all other officers/invitees, for their presence and support during the 30th AGM.

The 30th AGM concluded at 11:30 a.m. (IST).

For Refex Renewables & Infrastructure Limited
(formerly SunEdison Infrastructure Limited)

KALPESH Digitally signed by
KALPESH KUMAR
KUMAR Date: 2024.09.27
15:24:18 +05'30'

Kalpesh Kumar
Managing Director &
Chairperson of the 30th Annual General Meeting

 Digitally signed by
VINAY AGGARWAL
Date: 2024.09.27
15:49:23 +05'30'

Vinay Aggarwal
Company Secretary & Compliance Officer
ACS-39099

Place: Chennai

Date: September 27, 2024

Chairman Speech – 30th Annual General Meeting – Friday, September 27, 2024

Dear Shareholders,

A very good morning.

I extend a warm welcome to you all to the 30th Annual General Meeting of Refex Renewables and Infrastructure Limited (RRIL).

Hope you and your families are doing good!

Refex Group entered the solar power segment in 2008 while Refex Renewables and Infrastructure Limited started Independent Power Producer (IPP) journey from 2018. RRIL overseas 124.9 MW spread over 88 sites in 11 states.

In FY23-24, we have commissioned two projects which includes 50 MW project for the Indian Railways at Bhilai, Chhattisgarh, its largest solar ground-mounted projects for Indian Railway.

Additionally, we commissioned 2nd project for Indian Army which is 1MW/2MWh battery storage system in the challenging terrain of Leh, in the UT of Ladakh for the Indian Army.

All of our sites are remotely monitored through an advanced asset monitoring portal and ensure minimal plant downtime and increased power generation. They meticulously following predictive and preventive maintenance plans in line with solar industry standards.

During FY24, the total revenue from the operations declined by 0.72% to ₹7,6.09/- Crores from ₹76.64/-Crores during FY23. In the Commercial & Industrial segment, revenue from the operations increased by 31.53% to ₹65.96 crores vs ₹50.15 crores during FY23.

Further, in Rural segment, revenue has declined to almost half as compared to the previous financial year. We are strategizing our business efforts towards high profit and growth market in the coming year.

RRIL is participating in utility scale solar projects from SECI, REMCL, SJVN, and NTPC. Further, we are exploring to develop a 100 MW Open Access solar project.

In addition to our solar initiatives, RRIL is venturing into the Compressed Biogas (CBG) sector, which strengthen energy security for India and sustainability goals.

Last month, we have acquired 30TPD biogas plant in Vizag and exploring further acquisition. On green field, we have participated in 6 Bio-Gas tenders floated by Tamil Nadu government. We are actively pursuing CBG projects that use diverse feedstocks, such as Municipal Solid Waste, Press Mud, and Nappier grass as well as other available feedstock.

In terms of future energy opportunities, REFEX is actively exploring the emerging fields of Green Hydrogen, storage systems, and waste energy management and Compressed Bio-Gas (CBG). These sectors hold potential for growth and align with REFEX's vision for the future. Our shareholders have played a crucial role in our progress, and your ongoing support is essential to our success. We are dedicated to providing value through responsible growth and financial stability.

Our employees have been our greatest assets, and we deeply appreciate their contributions. Ensuring their safety and well-being has always been our top priority, which has led to our achievement of being certified as a '**Great Place to Work**' for the second year in a row.

As a Company, we ensure we recognize each employee's commitment and hard work regardless of title. Employee Stock options were rolled out to all eligible employees. The strategy highlights our dedication to inclusive development and recognizes the significance of every employee's contribution.

In closing, I want to emphasize that the work we do today will influence the world for generations. Let us combat the climate challenges ahead with a unified vision of a world powered by clean, and renewable energy.

Thank you for your trust in Refex Renewables and Infrastructure Limited. I look forward to a year of progress and meaningful impact.



**CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & E-VOTING DURING THE
30TH ANNUAL GENERAL MEETING (AGM) OF REFEX RENEWABLES & INFRASTRUCTURE LIMITED
(FORMERLY SUNEDISON 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 30th Annual General Meeting of
Refex Renewables & Infrastructure Limited**
(formerly SunEdison Infrastructure Limited)

CIN: L40100TN1994PLC028263

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

Subject: Consolidated Scrutinizer's Report on remote e-Voting and e-Voting during the 30th Annual General Meeting ("AGM") of the Equity Shareholders of Refex Renewables & Infrastructure Limited *(formerly SunEdison Infrastructure Limited)* held on Friday, 27th September, 2024 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 (formerly SunEdison Infrastructure Limited)** ("Company") at its meeting held on **13th August, 2024**, 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 30th Annual General Meeting ("AGM") held on **Friday, 27th September, 2024 at 11:00 A.M. (IST)** through VC/OAVM, in respect of all resolutions set out in the **Notice dated 13th August, 2024**, convening the 30th AGM of the members of the Company.

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 13th August, 2024, convening the 30th 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 30th 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 30th AGM:

The Ministry of Corporate Affairs (“**MCA**”) has, vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022; 09/2023 dated 25th September, 2023 and any amendment/modification thereof issued by MCA and read with the Securities and Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD2/P/ CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter referred to as “**Circulars**”), have permitted companies to hold their general meetings through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the 30th AGM of the Company was held on **Friday, 27th September, 2024 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 30th AGM through VC/OAVM was counted for the purpose of reckoning the quorum under Section 103 of the Act

Dispatch of Notice convening the 30th AGM:

The Annual Report for FY24 along with the Notice dated 13th August, 2024, convening 30th 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 30th 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 **Friday, August 30, 2024 to 2,191 eligible members**, whose names appeared in the Register of Members/ records of depositories as beneficial owners, out of total **2,562 members, as on Friday, August 23, 2024**, 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 **Saturday, 31st August, 2024**, in **Business Standard** (All Editions) (**English** Newspaper) and **Dinamani** (All Editions) (**Tamil** Newspaper).

The Notice published in the Newspapers carried the required information as specified in the Rule 20(4)(v) (a) to (h).

Cut-off Date:

The shareholders of the Company holding shares as on the "**Cut-Off Date**", i.e., **Friday, 20th September, 2024**, were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 8 in the Notice of the 30th AGM of **Refex Renewables & Infrastructure Limited**.

As on the Cut-Off Date, there were **2,510 shareholders** of the Company.

Remote e-Voting Period:

The voting period for remote e-Voting commenced on **Tuesday, 24th September, 2024 at 09:00 A.M. (IST)** and ended on **Thursday, 26th September, 2024 at 05:00 P.M. (IST)** and the NSDL e-Voting platform was blocked thereafter.

Voting at the AGM:

In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 30th AGM through VC/OAVM and who had not cast their vote earlier.

Counting Process:

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

I have scrutinized and reviewed the voting through electronic means prior to the 30thAGM and during the 30thAGM and votes tendered therein based on the data downloaded from the NSDL e-Voting system.

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, 2024 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	08	19,77,886	00	00	08	19,77,886	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	08	19,77,886			08	19,77,886	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 in favor of the resolution with requisite majority.

Item No. 2: Ordinary Resolution:

Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 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	19,75,792	01	53	05	19,75,845	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	04	19,75,792	01	53	05	19,75,845	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 in favor of the resolution with requisite majority.

Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Kalpesh Kumar (DIN: 07966090) as a Director (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	19,75,792	01	53	05	19,75,845	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	04	19,75,792	01	53	05	19,75,845	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 in favor of the resolution with requisite majority.

Item No. 4: Ordinary Resolution:

Appointment of Statutory Auditors of the Company and fixation of remuneration

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	19,75,792	01	53	05	19,75,845	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	04	19,75,792	01	53	05	19,75,845	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. 4 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

SPECIAL BUSINESS:**Item No. 5: Special Resolution:**

Re-appointment and Remuneration of Mr. Kalpesh Kumar (DIN: 07966090) as Managing Director and a Key Managerial Personnel

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	19,75,792	01	53	05	19,75,845	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	04	19,75,792	01	53	05	19,75,845	100.00

*As the number of votes cast in favor of the resolution were not less than three times the number of 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 in favor of the resolution with requisite majority.***

Item No. 6: Special Resolution:

Re-appointment of Mr. Pillappan Amalanathan (DIN: 08730795) as an Independent Director

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	19,75,792	01	53	05	19,75,845	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	04	19,75,792	01	53	05	19,75,845	100.00

*As the number 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 in favor of the resolution with requisite majority.***

Item No. 7: Special Resolution:

Appointment of Ms. Latha Venkatesh (DIN: 06983347) as an Independent Director

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	19,75,792	01	53	05	19,75,845	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	04	19,75,792	01	53	05	19,75,845	100.00

As the number 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. 7 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.**

Item No. 8: Special Resolution:

Issue of further securities

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	19,75,792	01	53	05	19,75,845	100.00
Dissent/Against	00	00	00	00	00	00	0.00
Invalid	00	00	00	00	00	00	0.00
Total	04	19,75,792	01	53	05	19,75,845	100.00

As the number 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. 8 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.**

All the 08 (eight) 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 Friday, September 27, 2024.

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 30th 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 30th 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
HAN MOHAN
KUMAR

Digitally signed by
ARAVAMUDHAN
MOHAN KUMAR
Date: 2024.09.27
14:45:57 +05'30'

A. Mohan Kumar

Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
UDIN: **F004347F001341531**
Place : Chennai
Date : September 27, 2024

Countersigned by:

 Digitally signed by
VINAY AGGARWAL
Date: 2024.09.27
15:03:38 +05'30'

Vinay Aggarwal

Company Secretary & Compliance Officer
ACS-39099

General information about company	
Scrip code	531260
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE332F01018
Name of the company	Refex Renewables & Infrastructure Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

Scrutinizer Details	
Name of the Scrutinizer	A. Mohan Kumar
Firms Name	Mohan Kumar & Associates
Qualification	CS
Membership Number	FCS-4347
Date of Board Meeting in which appointed	13-08-2024
Date of Issuance of Report to the company	27-09-2024

Voting results	
Record date	20-09-2024
Total number of shareholders on record date	2510
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	20
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	Textual Information(1)

Text Block	
Textual Information(1)	All the 08 (eight) 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 Friday, September 27, 2024.

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Audited Financial Statements of the Company for the financial year ended March 31, 2024 and reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3367425	1975556	58.6667	1975556	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	2330	0.2076	2330	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1122475	2330	0.2076	2330	0	100
Total		4489900	1977886	44.0519	1977886	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	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 in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3367425	1975556	58.6667	1975556	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	236	0.021	236	0	100	0
	Poll		53	0.0047	53	0	100	0
	Postal Ballot (if applicable)							
	Total		1122475	289	0.0257	289	0	100
Total		4489900	1975845	44.0064	1975845	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	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 in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Kalpesh Kumar (DIN: 07966090) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3367425	1975556	58.6667	1975556	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	236	0.021	236	0	100	0
	Poll		53	0.0047	53	0	100	0
	Postal Ballot (if applicable)							
	Total		1122475	289	0.0257	289	0	100
Total		4489900	1975845	44.0064	1975845	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	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 in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditors of the Company and fixation of remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3367425	1975556	58.6667	1975556	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	236	0.021	236	0	100	0
	Poll		53	0.0047	53	0	100	0
	Postal Ballot (if applicable)							
	Total		1122475	289	0.0257	289	0	100
Total		4489900	1975845	44.0064	1975845	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	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. 4 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment and Remuneration of Mr. Kalpesh Kumar (DIN: 07966090) as Managing Director and a Key Managerial Personnel				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3367425	1975556	58.6667	1975556	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	236	0.021	236	0	100	0
	Poll		53	0.0047	53	0	100	0
	Postal Ballot (if applicable)							
	Total	1122475	289	0.0257	289	0	100	0
Total		4489900	1975845	44.0064	1975845	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	As the number of votes cast in favor of the resolution were not less than three times the number of 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 in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Pillappan Amalanathan (DIN: 08730795) as an Independent Director for second term of five years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3367425	1975556	58.6667	1975556	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	236	0.021	236	0	100	0
	Poll		53	0.0047	53	0	100	0
	Postal Ballot (if applicable)							
	Total		1122475	289	0.0257	289	0	100
Total		4489900	1975845	44.0064	1975845	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	As the number 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 in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Latha Venkatesh (DIN: 06983347) as an Independent Director for first term of five years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3367425	1975556	58.6667	1975556	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	236	0.021	236	0	100	0
	Poll		53	0.0047	53	0	100	0
	Postal Ballot (if applicable)							
	Total		1122475	289	0.0257	289	0	100
Total		4489900	1975845	44.0064	1975845	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	As the number 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. 7 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of further securities for an amount up to INR 500 Crores				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3367425	1975556	58.6667	1975556	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3367425	1975556	58.6667	1975556	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1122475	236	0.021	236	0	100	0
	Poll		53	0.0047	53	0	100	0
	Postal Ballot (if applicable)							
	Total		1122475	289	0.0257	289	0	100
Total		4489900	1975845	44.0064	1975845	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	As the number 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. 8 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

