

Date: 2nd October, 2017

VOTING RESULTS OF 35TH ANNUAL GENERAL MEETING

The 35th Annual General Meeting of Responsive Industries Limited was held on Friday, 29th September, 2017 at 10.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane- 401 501.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are furnishing herewith details of voting results of the business transacted at the 35th Annual General Meeting in the prescribed format.

A Scrutinizer's Report is also enclosed herewith.

Thanking you,
Yours faithfully,
For **Responsive Industries Limited**

Ruchi Jaiswal

Ruchi Jaiswal
Company Secretary & Compliance Officer



Encl: As above

Date of the Annual General Meeting	29 September, 2017
Total number of shareholders on record date	2529
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	9
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public:	N.A.



Resolution 1								
Resolution required : (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Resolution1(a)- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon; Resolution 1(b)- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditor 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 in 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	158,846,697	153,079,680	96.37	153,079,680	0	100.00	0.00
	Poll		1,348,687	0.85	1,348,687	0	100.00	0.00
	Total (A)		154,428,367	97.22	154,428,367	0	100.00	0.00
Public Institutions	E-Voting	21,895,430	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	86,170,573	46,352	0.05	46,352	0	100.00	0.00
	Poll		53	0.00	53	0	100.00	0.00
	Total ©		46,405	0.05	46,405	0	100.00	0.00
	Total (A+B+C)	266,912,700	154,474,772	57.87	154,474,772	0	100.00	0.00



Resolution 2								
Resolution required : (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To declared dividend on equity shares at the rate of Rs. 0.10 per equity share for the financial year ended March 31, 2017.					
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 in 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	158,846,697	153,079,680	96.37	153,079,680	0	100.00	0.00
	Poll		1,348,687	0.85	1,348,687	0	100.00	0.00
	Total (A)		154,428,367	97.22	154,428,367	0	100.00	0.00
Public Institutions	E-Voting	21,895,430	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	86,170,573	46,352	0.05	46,352	0	100.00	0.00
	Poll		53	0.00	53	0	100.00	0.00
	Total ©		46,405	0.05	46,405	0	100.00	0.00
	Total (A+B+C)	266,912,700	154,474,772	57.87	154,474,772	0	100.00	0.00



Resolution 3								
Resolution required : (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To appoint a Director in place of Mr. Atit Agarwal (DIN: 02330412), 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 in 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	158,846,697	153,079,680	96.37	153,079,680	0	100.00	0.00
	Poll		1,348,687	0.85	1,348,687	0	100.00	0.00
	Total (A)		154,428,367	97.22	154,428,367	0	100.00	0.00
Public Institutions	E-Voting	21,895,430	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	86,170,573	46,352	0.05	46,352	0	100.00	0.00
	Poll		53	0.00	53	0	100.00	0.00
	Total ©		46,405	0.05	46,405	0	100.00	0.00
	Total (A+B+C)	266,912,700	154,474,772	57.87	154,474,772	0	100.00	0.00



Resolution 4								
Resolution required : (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint M/s SGCO & Co. LLP, Chartered Accountant as Statutory Auditor of the Company to hold office from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting subject to ratification of their appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting and fix their 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 in 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	158,846,697	153,079,680	96.37	153,079,680	0	100.00	0.00
	Poll		1,348,687	0.85	1,348,687	0	100.00	0.00
	Total (A)		154,428,367	97.22	154,428,367	0	100.00	0.00
Public Institutions	E-Voting	21,895,430	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	86,170,573	46,352	0.05	46,352	0	100.00	0.00
	Poll		53	0.00	53	0	100.00	0.00
	Total ©		46,405	0.05	46,405	0	100.00	0.00
	Total (A+B+C)	266,912,700	154,474,772	57.87	154,474,772	0	100.00	0.00



Resolution 5

Resolution required : (Ordinary/Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To ratify remuneration of M/s S.K. Agarwal & Associates, Cost Auditors of the Company for the financial year ending March 31, 2018

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 votespolled	% of votes in 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	158,846,697	153,079,680	96.37	153,079,680	0	100.00	0.00
	Poll		1,348,687	0.85	1,348,687	0	100.00	0.00
	Total (A)		154,428,367	97.22	154,428,367	0	100.00	0.00
Public Institutions	E-Voting	21,895,430	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	86,170,573	46,352	0.05	46,352	0	100.00	0.00
	Poll		53	0.00	53	0	100.00	0.00
	Total ©		46,405	0.05	46,405	0	100.00	0.00
	Total (A+B+C)	266,912,700	154,474,772	57.87	154,474,772	0	100.00	0.00



Resolution 6								
Resolution required : (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To re-appoint Mr. S.S. Thakur (DIN: 00001466), as an Independent Director of the Company for 5 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 in 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	158,846,697	153,079,680	96.37	153,079,680	0	100.00	0.00
	Poll		1,348,687	0.85	1,348,687	0	100.00	0.00
	Total (A)		154,428,367	97.22	154,428,367	0	100.00	0.00
Public Institutions	E-Voting	21,895,430	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	86,170,573	46,352	0.05	46,352	0	100.00	0.00
	Poll		53	0.00	53	0	100.00	0.00
	Total ©		46,405	0.05	46,405	0	100.00	0.00
	Total (A+B+C)	266,912,700	154,474,772	57.87	154,474,772	0	100.00	0.00



FORM NO. MGT-13
REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]*

To,
Mr. Atit Agarwal, Chairman,
35th Annual General Meeting of the Equity Shareholders of Responsive Industries Limited,
Held on Friday, 29th September, 2017 at 10.00 a.m. at
Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar,
Boisar (West), Thane – 401 501

Dear Sir,

I, Mr. Pradip Shah, Practicing Company Secretary and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 35th Annual General Meeting of the Equity Shareholders of Responsive Industries Limited held on Friday, 29th September, 2017 at 10.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane – 401 501, for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from Tuesday, 26th September, 2017 at 9.00 a.m. to Thursday, 28th September, 2017 at 5.00 p.m.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 25th August, 2017 (Cut-off Date: 22nd September, 2017) who were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the 35th Annual General Meeting of "Responsive Industries Limited" [Item No. 1 (One) to 6 (Six) of the Notice of the 35th Annual General Meeting of Responsive Industries Limited].
3. After the time fixed for closing of the poll by Mr. Atit Agarwal, Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 29th September, 2017 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co., Practicing Company Secretaries and Ms. Nishita Visaria working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.
6. No poll paper was found invalid.



7. The Results of the voting are as under:

ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 (a) – To receive, consider and adopt: the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon;
(b) – To receive, consider and adopt: the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	15,44,74,772	100.00	0	0.00	15,44,74,772	0.00	0	0.00	15,44,74,772
Total No. of Ballots	20	100.00	0	0.00	20	100.00	0	0.00	20

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare dividend on equity shares at the rate of Rs. 0.10 per equity share for the financial year ended March 31, 2017.

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	15,44,74,772	100.00	0	0.00	15,44,74,772	0.00	0	0.00	15,44,74,772
Total No. of Ballots	20	100.00	0	0.00	20	100.00	0	0.00	20



c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Atit Agarwal (DIN 02330412), who retires by rotation and being eligible, offers himself for re-appointment.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	15,44,74,772	100.00	0	0.00	15,44,74,772	0.00	0	0.00	15,44,74,772
Total No. of Ballots	20	100.00	0	0.00	20	100.00	0	0.00	20

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Appointment of M/s. SGCO & Co. LLP, Chartered Accountant as Statutory Auditors of the Company to hold office from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting and fix their remuneration.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	15,44,74,772	100.00	0	0.00	15,44,74,772	0.00	0	0.00	15,44,74,772
Total No. of Ballots	20	100.00	0	0.00	20	100.00	0	0.00	20

SPECIAL BUSINESS:

e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – To ratify remuneration of M/s. S. K. Agarwal & Associates, Cost Auditors of the Company for the financial year ending March 31, 2018.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	15,44,74,772	100.00	0	0.00	15,44,74,772	0.00	0	0.00	15,44,74,772
Total No. of Ballots	20	100.00	0	0.00	20	100.00	0	0.00	20



f. RESOLUTION NO. 6

Special Resolution No. 6 – To re-appoint Mr. S. S. Thakar (DIN 00001466), Independent Director for a period of five years.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	15,44,74,772	100.00	0	0.00	15,44,74,772	0.00	0	0.00	15,44,74,772
Total No. of Ballots	20	100.00	0	0.00	20	100.00	0	0.00	20

8. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Ms. Ruchi Jaiswal, Company Secretary authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure - 1 to this report.

Thanking You,

Yours Faithfully,

For P P Shah & Co.,
Practising Company Secretaries

Pradip C. Shah

Pradip Shah
Partner

Place: Mumbai

Date: 02nd October, 2017



Annexure – 1

Consolidated Result of Voting (by E-voting and Poll) for Resolution Nos. 1 to 6 of the Notice of the 35th Annual General Meeting of “Responsive Industries Limited” held on Friday, 29th September, 2017 at 10.00 a.m.

Resoluti on No.	Total Valid Votes Cast			Voted In Favour of Resolution				Voted Against The Resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E- voting	Poll	Total	%
1	153126032	1348740	154474772	153126032	1348740	154474772	100.00	0	0	0	0.00
2	153126032	1348740	154474772	153126032	1348740	154474772	100.00	0	0	0	0.00
3	153126032	1348740	154474772	153126032	1348740	154474772	100.00	0	0	0	0.00
4	153126032	1348740	154474772	153126032	1348740	154474772	100.00	0	0	0	0.00
5	153126032	1348740	154474772	153126032	1348740	154474772	100.00	0	0	0	0.00
6	153126032	1348740	154474772	153126032	1348740	154474772	100.00	0	0	0	0.00

