

Date: 10<sup>th</sup> September, 2016

## VOTING RESULTS OF 34<sup>TH</sup> ANNUAL GENERAL MEETING

The 34<sup>th</sup> Annual General Meeting of Responsive Industries Limited was held on Friday, 09<sup>th</sup> September, 2016 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 34<sup>th</sup> Annual General Meeting in the prescribed format.

A Scrutinizer's Report is also enclosed herewith.

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



**Alpa Ramani**  
Company Secretary & Compliance Officer



*Encl: As above*

<b>Date of the Annual General Meeting</b>	<b>09 September, 2016</b>
<b>Total number of shareholders on record date</b>	<b>1705</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	7
Public:	19
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	N.A.
Public:	N.A.



Resolution Required : (Ordinary)			Resolution 1(a)-To receive, consider and adopt: the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	161268010	153579680	95.2326	153579680	0	100.0000	0.0000
	Poll		3270000	2.0277	3270000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>156849680</b>	<b>97.2603</b>	<b>156849680</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	22357757	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	83286933	46335	0.0556	46330	5	99.9892	0.0108
	Poll		11618	0.0139	11618	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>57953</b>	<b>0.0695</b>	<b>57948</b>	<b>5</b>	<b>99.9914</b>	<b>0.0086</b>
<b>Total</b>		<b>266912700</b>	<b>156907633</b>	<b>58.7861</b>	<b>156907628</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)			Resolution1(b)-To receive, consider and adopt: the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	161268010	153579680	95.2326	153579680	0	100.0000	0.0000
	Poll		3270000	2.0277	3270000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>156849680</b>	<b>97.2603</b>	<b>156849680</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	22357757	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	83286933	46335	0.0556	46330	5	99.9892	0.0108
	Poll		11618	0.0139	11618	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>57953</b>	<b>0.0695</b>	<b>57948</b>	<b>5</b>	<b>99.9914</b>	<b>0.0086</b>
<b>Total</b>		<b>266912700</b>	<b>156907633</b>	<b>58.7861</b>	<b>156907628</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)			Resolution 2-To confirm the payment of Interim Dividend on Equity Shares as Final Dividend.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	161268010	153579680	95.2326	153579680	0	100.0000	0.0000
	Poll		3270000	2.0277	3270000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>156849680</b>	<b>97.2603</b>	<b>156849680</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	22357757	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	83286933	46335	0.0556	46335	0	100.0000	0.0000
	Poll		11618	0.0139	11618	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>57953</b>	<b>0.0695</b>	<b>57953</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>266912700</b>	<b>156907633</b>	<b>58.7861</b>	<b>156907633</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)			Resolution3-To appoint a Director in place of Mr. Rajesh Pandey, (DIN 00092767) who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	161268010	153579680	95.2326	153579680	0	100.0000	0.0000
	Poll		3270000	2.0277	3270000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>156849680</b>	<b>97.2603</b>	<b>156849680</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	22357757	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	83286933	46335	0.0556	46330	5	99.9892	0.0108
	Poll		11618	0.0139	11618	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>57953</b>	<b>0.0695</b>	<b>57948</b>	<b>5</b>	<b>99.9914</b>	<b>0.0086</b>
<b>Total</b>		<b>266912700</b>	<b>156907633</b>	<b>58.7861</b>	<b>156907628</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)			Resolution 4-To ratify appointment of M/s. Haribhakti & Co. LLP, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to be held in the year 2017.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	161268010	153579680	95.2326	153579680	0	100.0000	0.0000
	Poll		3270000	2.0277	3270000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>156849680</b>	<b>97.2603</b>	<b>156849680</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	22357757	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	83286933	46335	0.0556	46330	5	99.9892	0.0108
	Poll		11618	0.0139	11618	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>57953</b>	<b>0.0695</b>	<b>57948</b>	<b>5</b>	<b>99.9914</b>	<b>0.0086</b>
<b>Total</b>		<b>266912700</b>	<b>156907633</b>	<b>58.7861</b>	<b>156907628</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)			Resolution 5-To ratify remuneration of M/s. S.K. Agarwal & Associates, Cost Auditors of the Company for the financial year ending March 31, 2017.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	161268010	153579680	95.2326	153579680	0	100.0000	0.0000
	Poll		3270000	2.0277	3270000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>156849680</b>	<b>97.2603</b>	<b>156849680</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	22357757	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	83286933	46335	0.0556	46335	0	100.0000	0.0000
	Poll		11618	0.0139	11618	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>57953</b>	<b>0.0695</b>	<b>57953</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>266912700</b>	<b>156907633</b>	<b>58.7861</b>	<b>156907633</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





**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,  
34<sup>th</sup> Annual General Meeting of the Equity Shareholders of Responsive Industries Limited,  
Held on Friday, 9<sup>th</sup> September, 2016 at 10.00 a.m. at  
Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar,  
Boisar (West), Thane - 401 501

Dear Sir,

I, Mr. Punit Shah, Practicing Company Secretary and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 34<sup>th</sup> Annual General Meeting of the equity shareholders of Responsive Industries Limited held on Friday, 9<sup>th</sup> September, 2016 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 9.00 a.m. on Tuesday, 6<sup>th</sup> September, 2016 to Thursday, 8<sup>th</sup> September, 2016 at 5.00 p.m.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 05<sup>th</sup> August, 2016 (Cut-off Date: 02<sup>nd</sup> September, 2016) who were entitled to vote on the proposed 5 (five) resolutions as mentioned in the Notice of the 34<sup>th</sup> Annual General Meeting of "Responsive Industries Limited" [Item No. 1 (One) to 5 (Five) of the Notice of the 34<sup>th</sup> 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 9<sup>th</sup> September, 2016 (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. Pooja Mittal 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(a)**

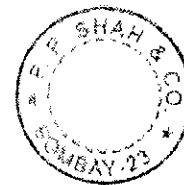
<b>Ordinary Resolution No. 1 (a) – To receive, consider and adopt: the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156907628	99.99	5	0.01	156907633	100.00	0	0.00	156907633
Total No. of Ballots	28	96.55	1	3.45	29	100.00	0	0.00	29

**b. RESOLUTION NO. 1(b)**

<b>Ordinary Resolution No. 1 (b) – To receive, consider and adopt: the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156907628	99.99	5	0.01	156907633	100.00	0	0.00	156907633
Total No. of Ballots	28	96.55	1	3.45	29	100.00	0	0.00	29

**c. RESOLUTION NO. 2**

<b>Ordinary Resolution No. 2 – To confirm the payment of Interim Dividend on Equity Shares as Final Dividend.</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156907633	100.00	0	0.00	156907633	100.00	0	0.00	156907633
Total No. of Ballots	29	100.00	0	0.00	29	100.00	0	0.00	29



d. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Rajesh Pandey (DIN 00092767), 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	156907628	99.99	5	0.01	156907633	100.00	0	0.00	156907633
Total No. of Ballots	28	96.55	1	3.45	29	100.00	0	0.00	29

e. RESOLUTION NO. 4

Ordinary Resolution No. 4 – To ratify appointment of M/s. Haribhakti & Co. LLP, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 35 <sup>th</sup> Annual General Meeting of the Company to be held in the year 2017.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156907628	99.99	5	0.01	156907633	100.00	0	0.00	156907633
Total No. of Ballots	28	96.55	1	3.45	29	100.00	0	0.00	29

**SPECIAL BUSINESS:**

f. 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, 2017.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156907633	100.00	0	0.00	156907633	100.00	0	0.00	156907633
Total No. of Ballots	29	100.00	0	0.00	29	100.00	0	0.00	29

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.



Pradip Shah  
B.Com, LL B, FCS

**P. P. Shah & Co.**  
Company Secretaries

Punit Shah  
B.Com, ACS

9. The poll papers and other relevant records were sealed and handed over to Ms. Alpa Ramani, 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

*Punit P Shah*

Punit Shah  
Partner  
Place: Mumbai  
Date: 10<sup>th</sup> September, 2016



Annexure – 1

Consolidated Result of Voting (by E-voting and Poll) for Resolution Nos. 1 to 5 of the Notice of the 34<sup>th</sup> Annual General Meeting of “Responsive Industries Limited” held on Friday, 9<sup>th</sup> September, 2016 at 10.00 a.m.

Resolution 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	153626015	3281618	156907633	153626010	3281618	156907628	99.99	5	0	5	0.01
2	153626015	3281618	156907633	153626015	3281618	156907633	100.00	0	0	0	0.00
3	153626015	3281618	156907633	153626010	3281618	156907628	99.99	5	0	5	0.01
4	153626015	3281618	156907633	153626010	3281618	156907628	99.99	5	0	5	0.01
5	153626015	3281618	156907633	153626015	3281618	156907633	100.00	0	0	0	0.00