

Date: 2<sup>nd</sup> October, 2017

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Code: 505509**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051  
**Scrip Code: RESPONIND**

Dear Sirs,

**Sub: Voting Results of 35<sup>th</sup> Annual General Meeting of the Company under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the 35<sup>th</sup> Annual General Meeting of our Company was held on Friday, 29<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting in the prescribed format.

A Scrutinizer's Report is also enclosed herewith.

Kindly acknowledge the receipt.

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



**Ruchi Jaiswal**  
**Company Secretary & Compliance Officer**



*Encl: As above*

|                                                                                      |                           |
|--------------------------------------------------------------------------------------|---------------------------|
| <b>Date of the Annual General Meeting</b>                                            | <b>29 September, 2017</b> |
| <b>Total number of shareholders on record date</b>                                   | <b>2529</b>               |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b> |                           |
| Promoters and Promoter Group:                                                        | 7                         |
| Public:                                                                              | 9                         |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>           |                           |
| 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                                     |                |                    | <p>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;</p> <p>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</p> |                                         |                        |                      |                                      |                                       |
| 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                                  |
|                                                                          | <b>Total (A+B+C)</b> | <b>266,912,700</b> | <b>154,474,772</b>                                                                                                          | <b>57.87</b>                            | <b>154,474,772</b>     | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                           |



| 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                                  |
|                                                                          | <b>Total (A+B+C)</b> | <b>266,912,700</b> | <b>154,474,772</b>                                                                                                                                | <b>57.87</b>                            | <b>154,474,772</b>     | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                           |



| 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 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                                  |
|                                                                          | <b>Total (A+B+C)</b> | <b>266,912,700</b> | <b>154,474,772</b>                                                                                                                 | <b>57.87</b>                            | <b>154,474,772</b>     | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                           |
|                                                                          |                      |                    |                                                                                                                                    |                                         |                        |                      |                                      |                                       |
|                                                                          |                      |                    |                                                                                                                                    |                                         |                        |                      |                                      |                                       |



| 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]*

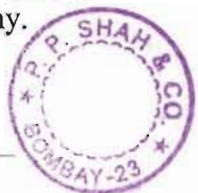
To,  
Mr. Atit Agarwal, Chairman,  
35<sup>th</sup> Annual General Meeting of the Equity Shareholders of Responsive Industries Limited,  
Held on Friday, 29<sup>th</sup> September, 2017 at 10.00 a.m. at  
Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar,  
Boisar (West), Thane – 401 501

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 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of Responsive Industries Limited held on Friday, 29<sup>th</sup> 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, 26<sup>th</sup> September, 2017 at 9.00 a.m. to Thursday, 28<sup>th</sup> 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 25<sup>th</sup> August, 2017 (Cut-off Date: 22<sup>nd</sup> September, 2017) who were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the 35<sup>th</sup> Annual General Meeting of "Responsive Industries Limited" [Item No. 1 (One) to 6 (Six) of the Notice of the 35<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 29<sup>th</sup> 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**

| <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, 2017, together with the Reports of the Board of Directors and the Auditors thereon;</b><br><b>(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.</b> |              |        |         |      |              |        |         |      |                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------|---------|------|--------------|--------|---------|------|------------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 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**

| <b>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.</b> |              |        |         |      |              |        |         |      |                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------|---------|------|--------------|--------|---------|------|------------------|
|                                                                                                                                                               | 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**

| <b>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.</b> |               |          |                |          |              |          |                |          |                         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------------|----------|--------------|----------|----------------|----------|-------------------------|
|                                                                                                                                                                                      | <b>Assent</b> | <b>%</b> | <b>Dissent</b> | <b>%</b> | <b>Total</b> | <b>%</b> | <b>Invalid</b> | <b>%</b> | <b>Total Votes Cast</b> |
| 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**

| <b>Ordinary Resolution No. 4 – Appointment of M/s. SGCO &amp; Co. LLP, Chartered Accountant as Statutory Auditors of the Company to hold office from the conclusion of the 35<sup>th</sup> Annual General Meeting till the conclusion of the 40<sup>th</sup> 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.</b> |               |          |                |          |              |          |                |          |                         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------------|----------|--------------|----------|----------------|----------|-------------------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>Assent</b> | <b>%</b> | <b>Dissent</b> | <b>%</b> | <b>Total</b> | <b>%</b> | <b>Invalid</b> | <b>%</b> | <b>Total Votes Cast</b> |
| 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**

| <b>Ordinary Resolution No. 5 – To ratify remuneration of M/s. S. K. Agarwal &amp; Associates, Cost Auditors of the Company for the financial year ending March 31, 2018.</b> |               |          |                |          |              |          |                |          |                         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------------|----------|--------------|----------|----------------|----------|-------------------------|
|                                                                                                                                                                              | <b>Assent</b> | <b>%</b> | <b>Dissent</b> | <b>%</b> | <b>Total</b> | <b>%</b> | <b>Invalid</b> | <b>%</b> | <b>Total Votes Cast</b> |
| 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**

| <b>Special Resolution No. 6 – To re-appoint Mr. S. S. Thakar (DIN 00001466), Independent Director for a period of five years.</b> |               |          |                |          |              |          |                |          |                             |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------------|----------|--------------|----------|----------------|----------|-----------------------------|
|                                                                                                                                   | <b>Assent</b> | <b>%</b> | <b>Dissent</b> | <b>%</b> | <b>Total</b> | <b>%</b> | <b>Invalid</b> | <b>%</b> | <b>Total<br/>Votes Cast</b> |
| Total No.<br>of Shares<br>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.<br>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: 02<sup>nd</sup> October, 2017**



**Annexure – 1**

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

| Resoluti<br>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 |

