RESPONSIVE

We listen. We're responsive.

Date: 23rd September, 2015

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

Dear Sirs,

Sub: Proceedings of the 33rd Annual General Meeting of the Company held on 22nd September, 2015

Re: Company Code: RESPONIND

Pursuant to Clause 31(d) of the Listing Agreement, we wish to inform you that the following resolutions were passed by the members of the Company by remote e-voting and poll at the 33rd Annual General Meeting of the Company held on Tuesday, 22nd September, 2015 at 11.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane – 401 501.

ORDINARY BUSINESS:

1. **APPROVAL OF ACCOUNTS:**

   Members have considered and approved (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and the Auditors thereon.

2. **DECLARATION OF DIVIDEND:**

   Members have declared the Dividend @ Re.0.10 per equity share of Re. 1/- each (i.e.10%). for the financial year 2014-15.

3. **RE-APPOINTMENT OF MR. RAJESH PANDEY (DIN 00092767) AS DIRECTOR:**

   Members have approved the re-appointment of Mr. Rajesh Pandey (DIN 00092767), as Director of the Company, who is liable to retire by rotation and being eligible offered himself for re-appointment.

4. **RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:**

   Members have ratified the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company.

RESPONSIVE INDUSTRIES LIMITED
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Boisar (East), Tal. Palghar, Dist.
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RESPONSIVE INDUSTRIES LIMITED

SPECIAL BUSINESS:

5. **APPOINTMENT OF MR. JAGANNADHAM THUNUGUNTLA (DIN 02254282) AS AN INDEPENDENT DIRECTOR:**

   Members have approved the appointment of Mr. Jagannadham Thunuguntla (DIN 02254282) as an Independent Director for three consecutive years for a term up to the conclusion of the 36th Annual General Meeting in the calendar year 2018. **(Ordinary Resolution)**

6. **APPOINTMENT OF MS. JYOTI RAI (DIN 07091343) AS AN INDEPENDENT DIRECTOR:**

   Members have approved the appointment of Ms. Jyoti Rai (DIN 07091343) as an Independent Director for three consecutive years for a term up to the conclusion of the 36th Annual General Meeting in the calendar year 2018. **(Ordinary Resolution)**

7. **APPROVAL OF REMUNERATION OF THE COST AUDITORS:**

   Members have approved the remuneration of Cost Auditors- M/s. S. K. Agarwal & Associates, Cost Accountants for the financial year ended March 31, 2016. **(Ordinary Resolution)**

8. **APPROVAL OF PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS:**

   Members have approved the payment of Commission to Non - Executive Directors of the Company. **(Ordinary Resolution)**

9. **ALTERATION OF ARTICLES OF ASSOCIATION:**

   Members have approved alteration in Articles of Association of Company in respect of payment of sitting fees i.e. Clause 77 of Articles of Association of Company. **(Special Resolution)**

Kindly acknowledge the receipt and take the above on your records.

Thanking You,

Yours faithfully,

For **RESPONSIVE INDUSTRIES LIMITED**

RESPONSIVE INDUSTRIES LIMITED

ALPA RAMANI
COMPANY SECRETARY