RESPONSIVE

We listen. We're responsive.

Date: 23rd September, 2015

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Company Scrip Code: 505509

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

Company Code: RESPONIND

Sub: Clause 35A of the Listing Agreement with the Stock Exchanges for voting results of the 33rd Annual General Meeting

Dear Sir/Madam,

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, we request you to take on record the following:

Sr. No.	Description			Particulars
1.	Date of the AGM			22nd September, 2015
2.	Book Closure Date			18th September, 2015 to 22nd September, 2015 (both days inclusive)
3.	Total number of Shareholders on record date			1794 (as on cut-off date i.e. 15.09.2015)
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	Category of Shareholders	**In Person**	**Proxy**	**Total**
	Promoter and Promoter Group	07	--	07
	Public	18	--	18
	Total	25	--	25
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			

RESPONSIVE INDUSTRES LIMITED

RESPONSIVE INDUSTRIES LIMITED
Mahagaon Road, Betegaon Village,
Boisar (East), Tal. Palghar, Dist.
Thane 401 501, Maharashtra, India.

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E: enquiry@responsiveindustries.com

www.responsiveindustries.com

CIN NO. L99999MH1982PLC027797

The Annual General Meeting of the Members of the Company was 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. The agenda wise details (Ordinary / Special resolution) of remote e-voting and poll at the Annual General Meeting are provided in **Annexure A.**
The mode of voting was remote e-voting and poll at the AGM.
The Report of Scrutinizer is annexed as **Annexure B**.

Request you to kindly take the same on record.

Yours Faithfully,
For **RESPONSIVE INDUSTRIES LIMITED**

ALPA RAMANI
COMPANY SECRETARY
Encl: As above

RESPONSIVE INDUSTRIES LIMITED

Annexure - A

Item No. 1

Ordinary Resolution: To receive, consider and adopt: (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; and (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.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

Item No. 2

Ordinary Resolution: Declaration of dividend on equity shares of the Company for the financial year 2014-15.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

RESPONSIVE INDUSTRES LIMITED

Item No. 3

Ordinary Resolution: Appointment of a Director in place of Mr. Rajesh Pandey (DIN 00092767), who retires by rotation and being eligible offers himself for Re-appointment.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

Item No. 4

Ordinary Resolution: Ratification of appointment of M/s Haribhakti and Co. LLP, Chartered Accountants as the Statutory Auditor of the Company.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

RESPONSIVE INDUSTRES LIMITED

Item No. 5

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

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

Item No. 6

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

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

RESPONSIVE INDUSTRES LIMITED

Item No. 7

Ordinary Resolution: To approve remuneration of the Cost Auditors for the financial year ending March 31, 2016.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

Item No. 8

Ordinary Resolution: To approve payment of Commission to Non-Executive Directors.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	155549670	96.45%	155549670	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**155566205**	**58.28%**	**155566200**	**5**	**99.99%**	**0.01%**

RESPONSIVE INDUSTRIES LIMITED

Item No. 9

Special Resolution: Alteration in Articles of Association in respect of payment of sitting fees.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	156849680	97.26%	156849680	0	100%	0%
Public Institutional holders	22362438	0	0%	0	0	0%	0%
Public - Others	83282252	16535	0.02%	16530	5	99.97%	0.03%
Total	**266912700**	**156866215**	**58.77%**	**156866210**	**5**	**99.99%**	**0.01%**

For **Responsive Industries Limited**

Mr. Atit Agarwal
Chairman (DIN 02330412)

RESPONSIVE INDUSTRES LIMITED

Annexure - B

Pradip Shah
B.Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

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,
33rd Annual General Meeting of the Equity Shareholders of Responsive Industries Limited,
Held on Tuesday, September 22, 2015 at 11.00 A.M. at
Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar,
Boisar (West), Thane - 401501.

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 33rd Annual General Meeting of the equity shareholders of Responsive Industries Limited held on Tuesday, September 22, 2015 at 11.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane - 401501, 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 clause 35B of the Listing Agreement, the provisions of Companies Act, 2013 and rule 20 of 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 Saturday, September 19, 2015 to Monday, September 21, 2015 at 5.00 P.M.

2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 21st August, 2015 (Cutoff date: 15th September, 2015) who were entitled to vote on the proposed 9 (nine) resolutions as mentioned in the Notice of the 33rd Annual General Meeting of "Responsive Industries Limited" (Item No. 1 (One) to 9 (Nine) of the Notice of the 33rd 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 September 22, 2015 (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.

P. P. SHAH & CO. BOMBAY-23.

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 001
Tel: (022) 22675812, 22676339 Email: shahpradipcs@gmail.com

Pradip Shah
B.Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

7. The Results of the voting are as under:

ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – Adoption of Audited Annual Financial Statements for the year ended 31st March, 2015 and Consolidated Audited Annual Financial Statements for the year ended 31st March, 2015:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare Dividend on equity shares:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Re-appointment 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	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

P. P. SHAH & CO. BOMBAY-23.

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 001
Tel: (022) 22675812, 22676339 Email: shahpradipcs@gmail.com

Pradip Shah
B.Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

SPECIAL BUSINESS:

e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – To appoint Mr. Jagannadham Thunuguntla as an Independent Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

f. RESOLUTION NO. 6

Ordinary Resolution No. 6 – To appoint Ms. Jyoti Rai as an Independent Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

P. SHAH & CO. BOMBAY-23.

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 001
Tel: (022) 22675812, 22676339 Email: shahpradipcs@gmail.com

g. RESOLUTION NO. 7

Ordinary Resolution No. 7 – To approve remuneration of the Cost Auditor:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

h. RESOLUTION NO. 8

Ordinary Resolution No. 8 – To approve payment of Commission to Non-Executive Directors:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	155566200	99.99	5	0.01	155566205	100.00	0	0.00	155566205
Total No. of Ballots/ E-votes	24	96.00	1	4.00	25	100.00	0	0.00	25

i. RESOLUTION NO. 9

Special Resolution No. 9 – To approve alteration in Articles of Association in respect of payment of Sitting fees:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	156866210	99.99	5	0.01	156866215	100.00	0	0.00	156866215
Total No. of Ballots/ E-votes	25	96.15	1	3.85	26	100.00	0	0.00	26

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. Alpa Ramani, Company Secretary authorized by the Board for safe keeping.

P. SHAH & CO. BOMBAY-23.

Pradip Shah
B.Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

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

P. P. SHAH & CO. FCS No. 1483 CP No. 436 PRACTISING COMPANY SECRETARY

Pradip Shah
Partner
Place: Mumbai
Date: September 23, 2015

Annexure – 1

Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 9 of the notice of the 33rd Annual General Meeting of "Responsive Industries Limited" held on Tuesday, September 22, 2015 at 11.00 A.M.

Reso ln 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	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01
2	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01
3	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01
4	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01
5	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01
6	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01
7	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01
8	152288175	3278030	155566205	152288170	3278030	155566200	99.99	5	0	5	0.01
9	153588185	3278030	156866215	153588180	3278030	156866210	99.99	5	0	5	0.01

For Responsive Industries Ltd

P. P. SHAH & CO. BOMBAY-23.

Director/Authorised Signatory
Mr. Atit Agarwal
(DIN 02330412)

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 001
Tel: (022) 22675812, 22676339 Email: shahpradipcs@gmail.com