

Date: 05 November, 2018

To,
BSE Limited
P.J.Towers, Dalal Street,
Mumbai - 400 001

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

Scrip Code: RESPONIND

Dear Sir / Madam,

Sub: Notice of the Postal ballot

Please find enclosed the notice of Postal Ballot and Postal Ballot Form and annexures seeking approval of the shareholders on the following matters:

1. Alteration in the Object Clause of the Memorandum of Association of the Company.
2. Adoption of new set of Articles of Association of the Company.
3. Approval for the Buyback of equity shares of the Company.
4. Approval for granting Employee Stock Options to the employees of the Subsidiary Company(ies) of the Company Under Responsive Industries Limited Employee Stock Option Scheme 2018 ("Responsive ESOS 2018").

Further, please find below the schedule of events for postal ballot;

Sr. No	Activity	Date
1	Cut off-date/ Benpos date for sending notice to the shareholders	19 October, 2018
2	Voting Start Date	06 November, 2018
3	Voting End Date	05 December, 2018
4	Scrutinizer Report	On or before 07 December, 2018
5	Declaration of result	On or before 07 December, 2018

This is for your information and record.

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


Ruchi Jaiswal
Company Secretary & Compliance Officer
Encl: As above



Responsive Industries Limited

Registered Office: Village Betegaon, Mahagaon Road, Boisar (East) Taluka Palghar,
Dist. Thane - 401501, Maharashtra
Tel.: +91 22 66562821; Fax: + 91 22 66562799
E-mail: investor@responsiveindustries.com; Website: www.responsiveindustries.com
CIN: L99999MH1982PLC027797

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "**Act**"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, to consider and pass the resolution set out below as a Special Resolution for the Alteration of Object Clause in the Memorandum of Association of the Company, Adoption of new Set of Articles of Association as per "Table F" of the Companies Act, 2013, proposed Buyback by Responsive Industries Limited (the "**Company**") of its fully paid up equity shares each having a face value of Re. 1/- ("**Equity Shares**"), and, Grant of Employee Stock Option to the Subsidiary Company(ies) of the Company proposed to be passed by way of Postal Ballot. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof are annexed to the Notice, along with a Postal Ballot form (the "Postal Ballot Form") for your consideration.

SPECIAL BUSINESS

ITEM NO.1:

ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of shareholders be and is hereby accorded, to append following sub clause(2) after sub clause(1) of clause III(A) of the Memorandum of Association of the Company which shall read as:

(2) To carry on in India or elsewhere the business to manufacture, trade, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as goldsmiths, silversmiths, jewelers, gem merchants, agent, broker, indentor, liaisoner, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockists, distributor, wholesaler, retailer in bullion, precious stones, jewelry, watches, clocks, gold or silver plates, cups, shields, electroplate, cutlery, dression bags, bronzes, articles of virtue, objects of art and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its business and to manufacture and establish factories for manufacturing goods for the above business or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw, cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexendrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, jews stone, load stoner, sardonex, touch stone, amber and their ornaments, jewelries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewelers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects. Raw gold, (Dora), Dorabars, Gold Bricks, Coins & other such precious metal articles also including agro commodities, derivatives, future, options and other tradable contracts on exchange and also as Commission agent and broker for all the above activities. To do the business of commodity, equity, currency, forex (including Commodity derivatives), broking, trading, hedging, warehousing, refinery, processing and consumption. To carry on business as brokers and traders in all commodities, equity, currency, forex and commodity derivatives, to act as market makers, finance brokers, sub brokers, underwriters, sub-underwriters, providers of service of commodity related activities. To buy, sell, take hold, deal in, convert, modify, add value, transfer or otherwise dispose of commodities, equity, currency, forex and commodity derivatives, and to carry on the above business in India and abroad for and on behalf of the company as well as for others and to apply for and obtain registration as Commodities Broker or Member of Any Commodities Exchange anywhere in India and abroad.

FURTHER RESOLVED THAT the heading/title of Clause III(A) "**THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED**" of the Memorandum of Association be and is hereby replaced with the title "**THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**"

FURTHER RESOLVED THAT the title/heading Clause III(B) “**OBJECTS THAT ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS**” of the Memorandum of Association be and is hereby replaced with the title “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:**”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors/Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies and other authority.”

ITEM NO.2:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association of the Company as submitted to this meeting (duly initiated by the Chairman for the purpose of identification) and as available in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association of the Company.”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors/Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies and other authority.”

ITEM NO. 3:

APPROVAL FOR THE BUYBACK OF ITS EQUITY SHARES BY RESPONSIVE INDUSTRIES LIMITED

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with Article 14 of the new set of Articles of Association of the Company and pursuant to the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), and the Rules made thereunder, the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (“**Buyback Regulations**”), and subject to such approvals, permissions and sanctions as may be necessary and subject to modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Mumbai (“**ROC**”) and/ or other appropriate authorities which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders be and is hereby accorded to the Buyback by the Company of its fully paid-up Equity Shares of Re. 1/- each not exceeding 2,07,50,000 (Two Crores Seven Lakhs Fifty Thousand Only) fully paid-up Equity Shares (representing approximately 7.77% of the total paid-up equity share capital of the Company as on 30th September, 2018) of the face value of Re 1/- (Rupee One Only) each (hereinafter referred to as the “**Equity Shares**” or “**Shares**”) at a price of Rs 77/- (Rupees Seventy-Seven Only) per Equity Share payable in cash (“**Buyback Price**”) for an aggregate amount up to Rs. 15977.50 Lakhs (Rupees One Hundred Fifty-Nine Crores Seventy-Seven Lakhs and Fifty Thousand Only) (“**Buyback Size**”), representing 24.73% of the standalone paid-up share capital and free reserves (including securities premium account), as per the unaudited accounts of the Company for the half year ended 30th September, 2018, being within the 25% limit of paid-up share capital and free reserves (including securities premium account) as per the provisions of the Act, out of the free reserves and/or the securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company, as on record date to be determined by the Board (hereinafter referred to as the “**Record Date**”), on a proportionate basis through “**Tender Offer**” route as prescribed under the Buyback Regulations (the “**Buyback**”).”

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as securities transaction tax, stamp duty and GST), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from its shareholders on a proportionate basis under the Tender Offer, provided 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buyback excluding promoters, promoter group and persons in control of the Company who hold Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “**Mechanism for acquisition of shares through Stock Exchange**” as per Regulation 9(vii) of the Buyback Regulations including any further amendments thereof.

RESOLVED FURTHER THAT the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCB's), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed there under, if any.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) (the "**Listing Regulations**").

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders excluding the promoter(s) of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("**SEBI Takeover Regulations**"), from its free reserves and/or surplus and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company ("**Buyback Committee**") and each member of the Buyback Committee be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. The initiating of all necessary actions for preparation and issue of public announcement, draft letter of offer, letter of offer and related documents;
2. The preparation, finalization and filing of public announcement, draft letter of offer, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any;
3. Finalizing the terms of Buyback such as the entitlement ratio, fixing the Record Date, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the time frame for completion of the Buyback;
4. The appointment of broker, e-voting agency, scrutinizer, depository participant, printers, advertisement agency, and other advisors, consultants or representatives and settlement of the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
5. Earmarking and making arrangement for adequate sources of funds for the purpose of the Buyback;
6. The opening, operation and closure of cash escrow account and special account in accordance with the escrow agreement to be executed by the Company in this regard;
7. The opening, operation and closure of demat escrow account in accordance with the escrow agreement to be executed by the Company with the depository participant;
8. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
9. To make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
10. To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;
11. To deal with stock exchanges (including their clearing corporations) and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" as per Regulation 9(vii) of the Buyback Regulations including any further amendments thereof;
12. Extinguishment of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;
13. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and/or
14. Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Buyback Committee and/or any other Committee constituted by the Board for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, ROC, depositories and/or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 4:

GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER RESPONSIVE INDUSTRIES LIMITED EMPLOYEE STOCK OPTION SCHEME 2018 ("RESPONSIVE ESOS 2018")

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, and all other applicable provisions, if any, of the Rules framed thereunder, the Memorandum and Articles of Association of the Company, the provisions of Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India ("SEBI") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination & Remuneration Committee ("NRC") and/or any other Committee constituted by the Board for this purpose), to adopt the RESPONSIVE INDUSTRIES LIMITED - Employee Stock Option Scheme, 2018 ("RESPONSIVE ESOS 2018") and to create, offer, issue and allot equity shares under RESPONSIVE ESOS 2018, from time to time, to the eligible employees of existing subsidiary company(ies) (viz., Axiom Cordages Limited, Responsive Industries Limited, Hong Kong and Axiom Cordages Limited, Hong Kong) and future subsidiary company(ies) of the Company whether working in India or out of India and to Directors of the subsidiary company(ies), (excluding Promoters of the Company, Independent Directors and Whole-Time Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (all such persons are hereinafter referred to as "Eligible Employees") on the terms and conditions as detailed in the Explanatory Statement annexed hereto or on such other terms and conditions and at such price and in such number of tranches as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT the maximum number of stock options to be granted to Eligible Employees under RESPONSIVE ESOS 2018 from time to time shall not exceed 10% of the issued & paid up share capital of the Company in aggregate as determined as on the date of approval of the RESPONSIVE ESOS 2018 and approved by the Members in the Annual General Meeting on 8th June 2018, and shall not be more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company in any financial year to each such Eligible Employee.

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the RESPONSIVE ESOS 2018 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, regarding creation, offer, issue, allotment and listing of such shares, the Board be and is hereby authorized to evolve, decide upon and bring into effect RESPONSIVE ESOS 2018 and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the same from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the RESPONSIVE ESOS 2018.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, restructuring or such other similar event, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under RESPONSIVE ESOS 2018 are passed on to the Eligible Employees.

FURTHER RESOLVED THAT any of the Directors of the Company or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the shares allotted under the RESPONSIVE ESOS 2018 on the Stock Exchanges, as per the provisions of SEBI LODR Regulations, SEBI (Share Based Employee Benefits) Regulations, 2014, and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of RESPONSIVE ESOS 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard”.

Pursuant to Rule 22(5) of the Rules, the Company has appointed M/s. P.P. Shah & Co., Practising Company Secretaries, Mumbai, having Membership No. 1483 and CP No. 436 as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot and voting by electronic means (“**e-voting**”) process in a fair and transparent manner. You are requested to peruse the proposed Resolutions along with the Explanatory Statement and read carefully the instructions forming part of this Notice and return the Postal Ballot Form duly filled and signed (at the places marked in the Form) along with Assent (FOR) or Dissent (AGAINST) for the said Resolution, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (5.00 p.m. IST) on 5th December, 2018. Please note that any Postal Ballot Form(s) received after the said date and time will be strictly treated as if no reply has been received. Members may vote either by way of Postal Ballot or by way of e-voting. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”). In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through e-Voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link <https://www.evotingindia.com>. Please refer the instructions for e-voting given below for the proposed Resolutions for the process and the manner in which e-voting is to be carried out. Upon completion of the scrutiny of postal ballot forms & votes cast through e-voting, the Scrutinizer will submit his report to the Chairman authorized by the Board of Directors, after completion of the scrutiny of the postal ballots (including e-voting). The results of the Postal Ballot (including e-voting) would be announced by Chairman authorized by the Board of Directors on or before 5.00 p.m. on Friday, 7th December, 2018. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, intimated to BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively referred to as the “**Stock Exchanges**”) where the Company's shares are listed and displayed along with the Scrutinizer's Report on the Company's website viz. www.responsiveindustries.com.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 5th December, 2018 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.)

Registered Office:

Village Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane – 401501
Maharashtra
Tel.: +91-22-66562821; Fax: +91-22-66562799
E-mail: investor@responsiveindustries.com
Website: www.responsiveindustries.com
CIN: L99999MH1982PLC027797
Place: Mumbai
Date: 17th October, 2018

By Order of the Board
For **Responsive Industries Limited**

Ruchi Jaiswal
Company Secretary

Notes:

1. The Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolutions are annexed hereto along with the Postal Ballot Form for your consideration. It also contains all the disclosures as specified in Schedule I of the Buyback Regulations, 2018.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners on Friday, 19th October, 2018 as received from the depositories. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope addressed to the Scrutinizer.
3. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. The instructions for e-voting are annexed to this Postal Ballot Notice.
4. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, 19th October, 2018. A person who is not a Member on the relevant date (i.e. Friday, 19th October, 2018) should treat this notice for information purpose only.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The documents referred to in the Explanatory statement such as the Memorandum and Articles of Association of the Company, the Limited Review Report dated 17th October, 2018 and the unaudited financial Statements of the Company for the half-year ended 30th September, 2018, Responsive ESOS 2018 Scheme will be available for inspection at the Company's registered office from Tuesday, 6th November, 2018 between 11:00 A.M and 1:00 P.M on any working day of the Company except Friday and public holidays till Wednesday, 5th December, 2018.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor@responsiveindustries.com. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. Facility to exercise vote by Postal Ballot including voting through electronic means will be available during the following period:

Commencement of voting: From 09:00 a.m. (IST) on Tuesday, 6th November, 2018.
End of voting: At 5.00 p.m. (IST) on Wednesday, 5th December, 2018 (both days inclusive)

(The facility for voting through electronic means will be disabled for voting by CDSL upon expiry of the aforesaid voting period)
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of Postal Ballot Form shall be final and binding.
10. Votes will be considered invalid, inter alia, on the following grounds:
 - (i) if the Member's signature does not tally;
 - (ii) if the Member has marked all his shares both in favor and also against the resolution;
 - (iii) if neither the assent nor dissent is mentioned;
 - (iv) if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member;
 - (v) the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity;
 - (vi) if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above said grounds;
 - (vii) if any other form is used;
 - (viii) if the information filled in the Postal Ballot Form is incomplete;
 - (ix) any direction given by competent authority in writing to the Company to freeze the voting rights of the Member;
 - (x) if the Member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - (xi) if the envelope containing the Postal Ballot Form is received after the last date prescribed.
11. A Member cannot exercise his vote by proxy on Postal Ballot.
12. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Wednesday, 5th December, 2018.
13. The Board of Directors in the Board meeting held on 17th October, 2018 has approved Business Responsibility Report for the financial year 2018 and the same has been annexed to this Notice as an addendum to the Annual Report 2018.

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 6th November, 2018 at 09:00 a.m. (IST) and ends on Wednesday, 5th December, 2018 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date Friday, 19th October, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form	
PAN	<ul style="list-style-type: none"> Enter your 10 digits alpha-numeric PAN issued by Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Click on the EVSN for the relevant <Responsive Industries Limited> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of Members receiving physical copy of Postal Ballot Notice through permitted mode [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- i. User ID and Initial password as provided along with Postal Ballot Form.
- ii. Please follow all steps from Sr. No. (i) to (xiv) as mentioned in (A) above, to cast your vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM No.1:

The Board of Directors of the Company has proposed alteration in the Object Clause of the Memorandum of Association of the Company in their meeting held on 17th October, 2018.

The Company proposes to widen the scope of object of the Company to include the activities related to commodities and services in the main objects of the Company as the Company wants to utilize its available resources. Also, Company consider it prudent and desirable to make alteration in the title of the "Object Clause III(A) and Clause III(B)" of its Memorandum of Association to get aligned with the Schedule I Table A of the Companies Act, 2013.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, if the Company intends to alter/amend/delete clauses of Memorandum of Association, the Company is required to pass Special Resolution. Further, as per Section 110 of the Act read with Rule 22(16)(a) of the Rules, the consent of the Members of the Company for the alteration of Main Object Clause shall be obtained by means of postal ballot. Accordingly, the Company is seeking Members consent for the aforesaid proposal as contained in the resolution (the "**Postal Ballot Resolution**").

The Board of Directors of the Company therefore recommends passing of the Special Resolution as set out in the Notice above.

A copy of the proposed new set of the Memorandum of Association of the Company would be available for inspection at the registered office of the Company situated at Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane MH – 401501 on all working days except Fridays and Public Holidays from Tuesday, 6th November, 2018 between 11.00 am and 1.00 pm till Wednesday, 5th December, 2018.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

ITEM No.2:

The Board of Directors of the Company has proposed adoption of new set of Articles of Association in their meeting held on 17th October, 2018.

In order to implement the Buyback exercise and also in view of the new Companies Act, 2013, the Company is required to amend the existing Articles of Association of the Company to reflect certain provisions. Accordingly, in view of the new Companies Act, 2013 and also in light of the proposal to implement the Buyback of Equity Shares of the Company, and in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013 (the "**Act**"), the consent of the Members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Further, pursuant to Section 110 of the Act, the consent of the Members of the Company for adoption of new Articles of Association shall be obtained by means of postal ballot. Accordingly, the Company is seeking Members consent for the aforesaid proposal as contained in the resolution (the "**Postal Ballot Resolution**").

The Board of Directors of the Company therefore recommends passing of the Special Resolution as set out in the Notice above.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company situated at Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane MH – 401501 on all working days except Fridays and Public Holidays from Tuesday, 6th November, 2018 between 11.00 am and 1.00 pm till Wednesday, 5th December, 2018

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

ITEM No. 3:

The Board at its meeting held on 17th October, 2018 has approved the proposal for Buyback of Equity Shares as contained in the resolution in the Notice.

Since the Buyback is more than 10% of the total paid up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buyback, by way of a Special Resolution. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Rules, the consent of the Members of the Company is required for the Buyback to be obtained by means of postal ballot. Accordingly, the Company is seeking Members consent for the aforesaid proposal as contained in the resolution (the "**Postal Ballot Resolution**").

As per the relevant provisions of the Act and Regulation 5(iv)(b) of the Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the Members holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's Equity Shares. Requisite details relating to the Buyback are given below:

a) Objective of the Buyback

The Board at its meeting held on October 17, 2018 considered the accumulated free reserves as well as the cash liquidity reflected in the unaudited accounts for the half year ended 30th September, 2018 and considering these, the Board decided to allocate a sum of Rs. 15977.50 Lakhs (Rupees One Hundred Fifty-Nine Crores Seventy-Seven Lakhs and Fifty Thousand Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., for returning to the Members holding Equity Shares of the Company through the Buyback. After considering several factors and benefits to the Members holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 2,07,50,000 (Two Crores Seven Lakhs Fifty Thousand only) Equity Shares (representing approximately 7.77% of the total paid-up equity share capital of the Company as on 30th September, 2018) at a price of Rs. 77/- per Equity Share for an aggregate consideration of up to Rs. 15977.50 Lakhs (Rupees One Hundred Fifty-Nine Crores Seventy-Seven Lakhs and Fifty Thousand Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

The Objective of Buyback are;

- i. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholders";
- ii. The Buyback may help in improving return on equity, by reduction in the equity base, which may consequentially lead to a long-term increase in shareholders' value;
- iii. The Buyback gives an option to the Members holding Equity Shares of the Company, who can choose to surrender their shares by participating in the Buyback and get cash in lieu of surrendered Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without any additional investment; and
- iv. The Buyback would result in the optimization of the capital structure of the Company.

b) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis (subject to the reservation for small shareholders), from all the Members holding Equity Shares of the Company through the "**Tender Offer**" route, as prescribed under the Buyback Regulations and the mechanism as per Regulation 9(vii) of the Buyback Regulations, including any amendments thereof. The Buyback will be implemented in accordance with the Act and the Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "Record Date") for determining the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback.

In due course, upon the passing of this resolution, each Member as on the Record Date, will receive a Letter of Offer along with an intimation indicating the entitlement of the Member for participating in the Buyback.

The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other Members.

As defined in the Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only) ("Small Shareholder"). In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation of 15% for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholders.

On the basis of the holding on the Record Date, the Company will determine the entitlement of each Member to tender their Equity Shares in the Buyback. This entitlement for each Member will be calculated based on the number of Equity Shares held by the respective Member as on the Record Date and the ratio of Buyback applicable in the category to which such Member belongs.

Members holding Equity Shares of the Company may also accept a part of their entitlement. Members holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participating in the shortfall, if any, created due to non-participation of some other Members. The maximum tender under the Buyback by any Member cannot exceed the number of Equity Shares held by the Member as on the Record Date.

The Equity Shares tendered as per the entitlement by Members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" as per Regulation 9(vii) of Buyback Regulations, including any amendments thereof.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Members holding Equity Shares of the Company as on the Record Date.

c) Maximum amount required under the Buyback and its percentage of the total paid up capital and free reserves

The maximum amount required under the Buyback will not exceed Rs. 15977.50 Lakhs (Rupees One Hundred Fifty-Nine Crores Seventy-Seven Lakhs and Fifty Thousand Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, service tax, stamp duty, etc., representing 24.73% respectively of the aggregate of the standalone paid-up share capital and free reserves (including securities premium account), as per the unaudited accounts of the Company for the half year ended 30th September, 2018, which is within the limit of 25% as per the provisions of the Act.

The Buyback would be financed out of free reserves or the securities premium account of the Company. The Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company will fund the Buyback from the retained earnings and no funds will be borrowed from Banks and Financial Institutions for the Buyback.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves as on 30th September, 2018 after the Buyback.

d) Buyback Price and the basis of arriving at the Buyback Price

The Equity Shares of the Company are proposed to be bought back at a price of Rs. 77/- (Rupees Seventy-Seven only) per Equity Share (the “**Buyback Price**”). The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the market prices of the Equity Shares on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

The Buyback Offer Price of Rs. 77/- (Rupees Seventy-Seven only) per Equity Share represents a premium of 7.02% and 11.51% over the closing price of the Equity Shares on the BSE and on the NSE (collectively referred to as the “Stock Exchanges”), respectively, as on Tuesday, 9th October, 2018, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was to be considered.

e) Maximum number of shares that the Company proposes to Buyback and the time limit for completing the Buyback

The Company proposes to Buyback up to 2,07,50,000 (Two Crores Seven Lakhs Fifty Thousand only) Equity Shares of face value of Re. 1/- each of the Company. The Buyback is proposed to be completed within 12 months from the date of Special Resolution approving the proposed Buyback.

f) Compliance with Section 68(2)(c) of the Act

The aggregate paid-up share capital and free reserves as on 30th September, 2018 (the unaudited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback) is Rs. 64616.35 Lakhs on a standalone basis. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up share capital and free reserves of the Company i.e. Rs. 16154.09 Lakhs on Standalone basis. The maximum amount proposed to be utilized for the Buyback, is Rs. 15977.50 Lakhs (Rupees One Hundred Fifty-Nine Crores Seventy-Seven Lakhs and Fifty Thousand Only) and is therefore within the limit of 25% of the Company's total paid-up share capital and free reserves as per the unaudited accounts for the half year ended 30th September, 2018. Further, under the Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 6,67,28,175. Since the Company proposes to Buyback up to 2,07,50,000 Equity Shares, the same is within the aforesaid 25% limit.

g) The aggregate shareholding of the Promoters and Promoter Group and of the directors of the members of the Promoter Group, where such member is a company and persons who are in control of the Company as on the date of this Notice is as follows:

1. The aggregate shareholding of the Promoters and Promoter Group as on 17th October, 2018:

Sr. No.	Name of Shareholder	No. of Equity Shares held	Percentage (%)
1	Wellknown Business Ventures LLP	123425340	46.24
2	Axiom Cordages Limited	4418330	1.65
3	Efficient Builders LLP	1592000	0.60
4	Mavi Business Ventures LLP	778687	0.29
5	Saudamini Abhishek Agarwal	1489000	0.56
6	Swati Atit Agarwal	1300010	0.49
7	Atit Omprakash Agarwal	773330	0.29
8	Rishab Rajkumar Agarwal	37830	0.01
	Total	133814527	50.13

2. The aggregate shareholding of the directors of companies, which are part of the Promoters and Promoter Group as on 17 October, 2018:

Sr. No.	Name of the director of Promoter Group	Name of the Promoter/ Promoter Group Company	No. of Equity Shares held	Percentage (%)
1	Vidhushree Agarwal	Efficient Builders LLP	500	0.00
		Mavi Business Ventures LLP		

3. Details of shareholding of the Directors of the Company as on 17 October, 2018:

Sr. No.	Name of directors	Designation	No. of Equity Shares held	Percentage (%)
1	Rishab Rajkumar Agarwal	Managing Director	37830	0.01
2	Rajesh Pandey	Executive Director	NIL	NIL
3	Rohini Agarwal	Non-Executive Director	NIL	NIL
4	Shobha Singh Thakur	Independent Director	NIL	NIL
5	Rajiv Kumar Bakshi	Additional Director (Independent)	NIL	NIL
6	Jyoti Rai	Independent Director	NIL	NIL

4. No. of Equity Shares of the Company have been purchased/sold by any of the Promoters and Promoter Group, directors of the Promoters and Promoter Group, and persons who are in control of the Company as on the date of this Notice, during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Notice, except for the following transactions:

Name of Promoter / Director	No. of Equity Shares Purchased / Sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Abhishek Omprakash Agarwal	552000	Transfer by way of Gift (on 29.06.2018)	-	-	-	-

5. In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group have expressed their intention vide their letters, dated 17th October, 2018 to not participate in the Buyback offer.

h) Confirmations from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- That immediately following the date of Board meeting held on 17th October, 2018 and the date on which the special resolution approving the Buyback is passed, there will be no grounds on which the Company can be found unable to pay its debts.
- That as regards the Company's prospects for the year immediately following the date of the Board meeting held on 17th October, 2018 as well as for the year immediately following the date on which the Special Resolution approving the Buyback is passed, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting and within a period of one year from the date on which the special resolution approving the Buyback is passed.
- In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 2013, the Act, and the Insolvency and Bankruptcy Code, 2016.

i) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the report dated 17th October, 2018, of the Statutory Auditors of the Company, addressed to the Board is reproduced below:

The Board of Directors
Responsive Industries Limited
 Betegaon, Mahagaon Road,
 Boisar East Taluka Palghar,
 Dist. Thane Betegaon MH 401501.

Dear Sirs,

Auditor's Report on the matters specified in clause (xi) of Schedule I (Regulation 5 (iv) (b) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations") for proposed buyback of equity shares of the Company.

1. This report is issued in accordance with the terms of our engagement letter dated 17th October, 2018.
2. We, S G C O & Co. LLP, Chartered Accountants (Firm Registration Number 112081W/W100184), the Statutory Auditors of Responsive Industries Limited ("Company"), have been informed by the Management of the Company that the Board of Directors of the Company has approved a proposed buy-back of equity shares of the Company at its meeting held on 17th October, 2018, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the SEBI Buyback Regulations.
3. The responsibility for preparing the accompanying Statement of permissible capital payment ("Annexure A") as at 30th September 2018 (hereinafter referred together as the "Statement") is prepared by the Management of the Company, and same is initialed by us for identification purposes only.

MANAGEMENT'S RESPONSIBILITY FOR THE STATEMENT

4. The Management of the Company is responsible for the preparation of the Statement in accordance with Section 68 (2)(c) of the Companies Act, 2013 and to comply with the SEBI Buyback Regulations, including the computation of the amount of the permissible capital payment, preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes collecting, collating and validating data and designing implementing and monitoring of internal controls suitable for ensuring compliance with all applicable guidelines issued in connection with the proposed buy back of equity shares of the Company.
5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting at which the proposal for buy-back was approved by the Board of Directors of the Company.

AUDITOR'S RESPONSIBILITY FOR THE STATEMENT

6. Pursuant to the requirements of SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
 - a) Whether we have inquired into the state of affairs of the Company in relation to the unaudited standalone financial statements as at and for the half year ended 30th September 2018;
 - b) the amounts used for computing the permissible capital payment as stated in Annexure A, have been accurately extracted from the unaudited standalone financial statements for the half year ended 30th September 2018 and whether the computation of is in accordance with Section 68(2)(c) of the Act; and
 - c) Whether Board of Directors of the Company in their meeting dated 17th October, 2018 have formed the opinion as specified in clause (xi) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of Board meeting resolution dated 17th October, 2018.
7. The unaudited standalone financial statements for the half year ended 30th September, 2018 referred to in paragraph 6 above, have been Limited Review by us on which we have issued an unmodified opinion vide our report dated 17th October, 2018.

The un-audited standalone financial statement referred to above for the half year ended 30th September, 2018 has been prepared in accordance with applicable Accounting Standards i.e Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013. Our Limited Review of the standalone financial statement for the half year ended 30th September, 2018 was conducted in accordance with the Standards on Standard on Review Engagement (SRE) 2410, "Review of interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountant of India.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

CRITERIA AND SCOPE

10. The criteria against which the information contained in the Statement is evaluated are following:
 - a) Un-Audited standalone financial statements of the Company for the half year ended 30th September, 2018;
 - b) Letter of Announcement of Buyback submitted by the Company's Board of Directors to Stock exchange as per Regulation 30 of Listing obligations and disclosure requirements of Securities and Exchange Board of India;

- c) Board Resolution passed at the Board Meeting held on 17th October, 2018;
- d) Articles of Association of the Company; and
- e) Books of accounts and other records and written representation obtained from the Management of the Company.

OPINION

11. Based on our examination, as stated above and according to the information, explanations and written representations provided to us by the Management of the Company, we report that:
- a) We have inquired into the state of affairs of the Company in relation to its un-audited standalone financial statements for the half year ended 30th September, 2018;
 - b) The amount of permissible capital payment towards the proposed buy back of equity shares as stated in Annexure A is in accordance with Section 68(2) (c) of the Act and the amounts of share capital and free reserves used in computation of permissible capital payment have been accurately extracted from the un-audited standalone financial statements of the Company for the half year ended 30th September, 2018; and
 - c) The Board of Directors of the Company, in their meeting held on 17th October, 2018 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 17th October, 2018.

RESTRICTION ON USE

12. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Buyback Regulations solely to enable the Board of Directors of the Company to include it in postal ballot notice, public announcement and in the letter of offer to be circulated to the Members of the Company and filed with various regulatory authorities, in connection with the Buyback, in pursuance of the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations, and should not be used for any other purpose or by any other person.

For S G C O & Co. LLP

Chartered Accountants

Firm Reg. No. 112081W/W100184

Suresh Murarka

Partner

Mem. No.: 044739

Place: Mumbai

Date: 17 October, 2018

Annexure A

Statement of computation of permissible capital payment for the proposed Buyback of the Equity Shares of the Company in accordance with Section 68(2) (c) of the Act, based on un-audited financial statements for the half year ended 30th September, 2018:

Particulars		Amount (Rs. in crore)
Paid-up equity share capital as at 30th September, 2018	(A)	26.69
Free Reserves as at 30th September, 2018*		
i. Securities Premium account		143.86
ii. General Reserves		0.01
iii. Retained Earnings (net of unrealised gain amounting to Nil on investment in Equity Shares/Preference Shares/Bonds))		475.60
Total Free Reserves	(B)	619.47
Total Paid- up equity share capital and Free Reserves as at 30th September, 2018	C=(A+B)	646.16
Permissible capital payment in accordance with the provisions of Section 68 of the Act	D=(C*25%)	161.54
(25% of the total paid up equity share capital and Free Reserves as at 30th September, 2018)		
Amount proposed by Board Resolution dated 17th October, 2018 approving the Buyback, subject to shareholders approval by special resolution, based on the un-audited financial statements for the half year ended 30th September, 2018		159.78

*Free Reserves are computed in accordance with the provisions of section 2(43) of Companies Act, 2013 read along with the Explanation II provided in Section 68 of the Act.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding equity shares of the Company. The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholdings/Stock Options in the Company.

For S G C O & Co. LLP
Chartered Accountants
Firm Reg. No. 112081W/W100184

Suresh Murarka
Partner
Mem. No.: 044739

Place: Mumbai
Date: 17th October, 2018

j) General obligations of the Company as per the provisions of the Buy-back Regulations and the Act: -

- i. The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- ii. The Company shall not raise further capital for a period of one year from the closure of Buyback offer except in discharge of its subsisting obligations;
The Special Resolution approving the Buyback will be valid maximum for a period of one year from the date of passing of the said special resolution (or such extended period as may be permitted under the Act or the Buy-back Regulations or by the appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;
- iii. The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- iv. The Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made or the draft letter of offer is filed with SEBI;
- v. The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable; and
- vi. The Company confirms that there are no defaults subsisting in the repayment of deposit or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- vii. For any queries, clarifications or grievances related to the postal ballot process, electronic voting process or Buyback process, Members holding Equity Shares of the Company may contact the following:
Ruchi Jaiswal, Company Secretary
Tel: +91 22 66562821; Fax +91 22 66562799;
Email: investor@responsiveindustries.com

All the material documents relevant to the Board resolution for the Buyback, the Limited Review Report dated 17th October, 2018 of the Auditors and the unaudited accounts for the half yearly period from 1st April, 2018 to 30th September, 2018, New set of Articles of Association are available for inspection by the Members of the Company at its Registered Office on any working day except Fridays and Public Holidays from Tuesday, 6th November, 2018 between 11.00 am and 1.00 pm till Wednesday, 5th December, 2018

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

ITEM No. 4:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its subsidiaries employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement the RESPONSIVE INDUSTRIES LIMITED – Employees Stock Option Scheme 2018 (“**RESPONSIVE ESOS 2018**”), with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Securities and Exchange Board of India had issued the SEBI (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) with effect from October 28, 2014 and had replaced the earlier Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“SEBI ESOP Guidelines 1999”). All listed companies having existing schemes to which the SEBI Regulations apply were required to comply with the same in their entirety.

Accordingly, it is proposed to implement and extend the applicability of the '**RESPONSIVE ESOS 2018**' approved by the shareholders in the Annual General Meeting of the Members held on 8th June 2018 for the purposes of granting options to the Eligible Employees/Directors of the existing subsidiary company(ies) (viz., Axiom Cordages Limited, Responsive Industries Limited, Hong Kong and Axiom Cordages Limited, Hong Kong) and future subsidiary company(ies) of the Company.

Pursuant to Regulation 6(3)(c) of Securities and Exchange Board of India (Share Based Employee Benefits Regulations, 2014), the resolutions contained at Item Nos.04 seek to obtain the Members' approval to authorise the Board of Directors (hereinafter referred to as the "Board", which term shall include the Nomination & Remuneration Committee ("NRC") and/or any other Committee constituted by the Board for this purpose), of the Company to create, issue, offer and allot equity shares, from time to time, to employees/Directors of the Company's existing and future subsidiary company(ies) under this Scheme.

A copy of the proposed **RESPONSIVE ESOS 2018** will also be available for inspection at the Registered Office of the Company from Tuesday, 6th November, 2018 between 11:00 A.M and 1:00 P.M on any working day of the Company except Friday and Public holidays till Wednesday, 5th December, 2018.

As per Regulation 6 and Regulation 14 of the SEBI SBEB Regulations, the key details of the aforesaid Scheme are set out below:

a. Brief description of the Scheme

The objective of **RESPONSIVE ESOS 2018** is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to attract and reward talent and performance in the organization. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.

b. Total number of options to be granted

Each Option would entitle an employee to acquire one equity share of the Company. The Nomination & Remuneration Committee ("NRC") shall determine the Options to be granted to the eligible employees of the Company and its subsidiaries, as applicable, under **RESPONSIVE ESOS 2018**. However, allotment of such number of equity shares pursuant to exercise of the Options by eligible employees, shall not exceed in aggregate 10% of the issued and paid up capital of the Company from time to time.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

All the employees and Directors, as defined under the SEBI SBEB Regulations 2014, of the Company and its subsidiary companies, as applicable, whether working in India or outside India, will be entitled to participate in **RESPONSIVE ESOS 2018**, subject to fulfillment of such eligibility criteria(s) as may be specified in the SEBI SBEB Regulations 2014 and/or as may be determined by NRC from time to time.

d. Requirements of vesting and period of vesting

The vesting of an option would also be subject to the terms and conditions as may be stipulated by the NRC from time to time including but not limited to satisfactory performance of the employees, their continued employment with the Company/its subsidiaries, as applicable. The vesting period shall commence any time after the expiry of one year from the date of the grant of the options to the employee and shall end over a maximum period of 5 years from the date of the grant of the options. The options could vest in tranches. The number of stock options and terms of the same made available to employees (including the vesting period) could vary at the discretion of the NRC.

e. Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested

Five years from the date of the grant.

f. Exercise price or pricing formula

Exercise Price shall be as decided by the NRC, subject to a minimum of the face value per share.

g. Exercise period and process of exercise

Exercise period - Upto 5 Years from the date of Vesting of Options

Process of Exercise - The Option Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of Vesting, Exercise the Options by submitting Exercise Application to the Company accompanied by payment of an amount equivalent to the Exercise Price and applicable tax amount, in respect of such Shares. The Exercise Application shall be in such form as may be prescribed in this regard and the NRC may determine the procedure for Exercise from time to time.

h. The appraisal process for determining the eligibility of employees for the Scheme

The specific Employees to whom the Options would be Granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the NRC, at its absolute discretion. This power of NRC can be delegated by NRC to any official of the Company.

i. Maximum number of options to be issued per employee and in aggregate

The maximum number of stock options to be granted to Eligible Employees under **RESPONSIVE ESOS 2018** shall not exceed 10% of the issued & paid up share capital of the Company from time to time, in aggregate under the **RESPONSIVE ESOS 2018** and shall be not more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company in any financial year.

j. Maximum quantum of benefits to be provided per employee under a Scheme

As per applicable SEBI SBEB Regulations, 2014.

k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust

Scheme is to be implemented and administered directly by the Company.

l. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

Scheme involves new issue of shares by the Company.

m. The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.

Nil

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme

Not Applicable

o. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15

The Company shall comply with the accounting policies specified in the requirements on the guidance note on accounting for employees share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including disclosure requirements prescribed therein.

p. The method which the Company shall use to value its options

The Company shall follow the intrinsic value method for computing the compensation cost for the Options Granted. The difference between the compensation cost so calculated and the compensation cost that would have been recognized if the Company had used fair value method and its impact on the profits and earnings per share shall be disclosed as per Applicable Laws, wherever required.

q. The following statement, if applicable;

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.'

Will be disclosed in the Boards' Report, when applicable.

r. Listing of shares

Subject to the approval of the Stock Exchanges the relevant equity shares on exercise of the Options shall be listed on the Stock Exchanges on which the securities of the Company are listed.

The Board of Directors accordingly recommend passing of the Special Resolution as contained in the Notice.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

Registered Office:

Village Betegaon, Mahagaon Road,
Boisar (East) Taluka Palghar,
Dist. Thane - 401501
Maharashtra
Tel.: +91 22 66562821; Fax: + 91 226562799
E-mail: investor@responsiveindustries.com;
Website: www.responsiveindustries.com
CIN: L99999MH1982PLC027797
Place: Mumbai
Date: 17th October, 2018

By Order of the Board
For **Responsive Industries Limited**

Ruchi Jaiswal
Company Secretary

RESPONSIVE INDUSTRIES LIMITED

CIN: L99999MH1982PLC027797

Regd. Office - Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane, MH- 401501

Contact No: +91 22 66562821 **Fax:** +91 22 66562799

E-mail Id: investor@responsiveindustries.com; **Website:** www.responsiveindustries.com

Postal Ballot Form

1	Name and Registered address of the Sole/ First named Shareholder(s)/Beneficial Owner(s)	
2	Name of the Joint Holder(s), if any	
3	Registered Folio No. /DP ID No.* /Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
4	No. of Shares Held	

I/We hereby exercise my/our vote in respect of the **Special Resolution** enumerated below to be passed through Postal Ballot for the Business Stated in the Postal Ballot Notice dated 17th October, 2018 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below:

Item No.	Items	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution for approving the Alteration of Object Clause of the Memorandum of Association of the Company.			
2	Special Resolution for approving the adoption of a new set of Articles of Association of the Company.			
3	Special Resolution for approving the Buyback of its equity shares by Responsive Industries Limited.			
4	Special Resolution for approval of granting Employee Stock Options to the employees of the Subsidiary Company(ies) of the Company under Responsive Industries Limited Employee Stock Option Scheme 2018 ("Responsive ESOS 2018")			

Place :

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given in the notice before exercising the e-vote)

EVENT No. (Electronic Voting Sequence No.)	USER ID	PAN / Sequence No.
181026002		

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. Please note that the last date for receipt of duly completed Postal Ballot Forms by the Scrutinizer is by Wednesday, 05th December, 2018 till 05:00 P.M.
3. The voting period will start on Tuesday, 06th November, 2018 at 09:00 A.M. and will end on Wednesday, 05th December 2018 at 5:00 P.M.
4. Please refer to e-voting instruction mentioned in the Notice.

INSTRUCTIONS

1. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members/list of the Beneficial Owners as on the Cut- Off date, viz. Friday, October 19th, 2018 and as received by the Registrar & Transfer Agent of the Company from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL). A person who is not a member as on the Cut –off date should treat this Notice for information purposes only.
2. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope so as to reach at or before 5.00 p.m. on Wednesday 05th December, 2018. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier or speed post at the expenses of the member will also be accepted.
3. Alternatively, a Member may vote through electronic mode as per the instruction for voting through electronic means as provided in the Postal Ballot Notice sent herewith.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
5. Members can opt only one mode of voting i.e either physical Postal Ballot form or electronic voting. In case members cast their vote through both the modes, voting done through e- voting shall prevail and voting done by physical Postal Ballot form shall be treated as invalid.
6. The form should be completed and signed by the members (as per the specimen signature registered with the RTA/ Company/ Depository Participants). In case of joint holding, this form should be completed and signed by the first named members and in his/ her/ its absence, by the next named member. A Member cannot exercise his / her / its vote through proxy on postal ballot.
8. Consent must be accorded by placing a tick (✓) in the column I/we Assent to the Resolution (For). Dissent must be accorded by placing a tick (✓) in the column I/we Dissent to the Resolution (Against).
9. The votes of a Member will be considered invalid on any one or more of the following grounds:
 - a) If the Postal Ballot Forms are unsigned, incomplete or incorrectly filled.
 - b) If the Member's signature does not tally;
 - c) If the Postal Ballot Form received is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent' , or it is difficult to verify the signature, or one or more of the above grounds.
 - d) If the Member has marked his/ her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held.
 - e) If member has made any amendment to the resolution or imposed any condition while exercising his/ her/its vote.
 - f) If the form other than the one issued by the Company is used.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. A member may request for duplicate Postal Ballot Form, if required. However, the duly completed Postal Ballot Form/ duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., on Wednesday, 05th December, 2018 at 5.00 p.m. If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
12. In case of shares held by Companies, Trusts, Societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney along with attested specimen signatures should be uploaded in the e-voting system (www.evotingindia.com) a copy marked to the Scrutinizer at shahpradipcs@gmail.com or the Company investor@responsiveindustries.com or deposited at the registered office of the Company.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same. No other form or photocopy thereof is permitted.
14. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the cut-off date, i.e., Friday, 19th October, 2018.
15. A Member need not use all the votes or cast all the votes in the same way.
16. The results of voting on the resolution will be declared on or before Friday, 7th December, 2018 on or before 5.00 p.m. (IST) at the registered office and will also be displayed on the website of the Company www.responsiveindustries.com besides being communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents.
17. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer e-voting facility to all the members of the Company. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide facility to the members of the Company to cast their votes electronically ("e-voting") instead of dispatching Postal Ballot Form. Please note that e-voting is optional. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
18. In case of any grievance connected with voting by postal ballot including e-voting, members may contact Ms. Ruchi Jaiswal, Company Secretary of the Company (e-mail: investor@responsiveindustries.com) or helpdesk.evoting@cdslindia.com, Ph: 1800225533.

Responsive Industries Limited

Registered Office: Village Betegaon, Mahagaon Road, Boisar (East) Taluka Palghar,
Dist. Thane - 401501 Maharashtra Tel.: +91 22 66562821; Fax: + 91 22 66562799
E-mail: investor@responsiveindustries.com; Website: www.responsiveindustries.com
CIN: L99999MH1982PLC027797

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L99999MH1982PLC027797
2	Name of the Company	Responsive Industries Limited
3	Registered Address	Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane-401501
4	Website	www.responsiveindustries.com
5	E-mail id	investor@responsiveindustries.com
6	Financial year reported:	01 st April, 2017 to 31 st March, 2018
7	Sector(s) that the Company is engaged in (industrial activity code-wise) As per National Industrial Classification-Ministry of Statistics and Programme Implementation	3130-PVC Products
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Vinyl flooring PVC Leather Cloth/Coated Cotton Fabric PVC Sheeting
9	Total number of locations where business activity is undertaken by the Company	
	a) Number of International Locations (Provide details of major 5)	Nil
	b) Number of National Locations	1 plant- Boisar, Maharashtra
10	Markets served by the Company- Local/State/National/International	Company serves customers in both national and international locations

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (INR)	26,69,12,700.00
2	Total Turnover (INR)	10,978,370,000.00
3	Total profit after taxes (INR)	13,07,50,000.00
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The Company has spent Rs.1,03,975/- of its average net profits of the previous three financial years towards CSR activities. Appropriate disclosures as prescribed under the Companies Act, 2013 have been made in the Annual Report for the year ended March 31, 2018.
5	List of activities in which expenditure in 4 above has been incurred	i) Promoting Health & Medical Careii) Promoting Art & Culture

SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/Companies?	Yes
2	Do the Subsidiary Company/Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s)	The Company encourages its subsidiaries to carry out Business Responsibility initiatives. The subsidiary companies share several features of our best practices in workplace sustainability.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	The Company makes its efforts to encourage other entities such as its suppliers, clients etc. to adhere to the Company's BR policies to the extent possible.

SECTION D : BR INFORMATION

1. Details of Director/Directors responsible for BR

- a) Details of the Director/Directors responsible for implementation of the BR policy/policies
DIN:00092767
Name: Mr. Rajesh Pandey

Designation: Executive Director

b) Details of the BR head:

1. DIN Number (if applicable): 00092767
2. Name : Mr. Rajesh Pandey
3. Designation : Executive Director
4. Telephone Number: 022 6656 2833
5. E-mail ID: investor@responsiveindustries.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as under:

- P1 : Business should conduct and govern themselves with Ethics, Transparency and Accountability.
P2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their lifecycle.
P3 : Businesses should promote the wellbeing of all employees.
P4 : Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5 : Businesses should respect and promote human rights.
P6 : Businesses should respect, protect and make efforts to restore the environment.
P7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8 : Businesses should support inclusive growth and equitable development.
P9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner.

a) Details of compliance (Reply in Y/N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Refer not e	Y	Refer not e
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes								
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)	The policies are broadly based on the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business issued by the Ministry of Corporate Affairs, Government of India.								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/owner/CEO/appropriate Board Director?	The policies which are statutorily required to be adopted by the Board have been approved by them, while the other policies are formulated and implemented by the Human resources department of the Company.								
5	Does the Company have a specified committee of the Board/Director/Official to oversee the implantation of the policy?	The Company is having CSR Committee; Stakeholder Relationship Committee. The Company has put in place adequate process and resources for implementation of its policies.								
6	Indicate the link for the policy to be viewed online?	All the statutorily required policies are available in public domain at www.responsiveindustries.com/policies.aspx . And other internal policies are restricted to company employees.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, the policies have been communicated to key internal stakeholders. The Communication is an ongoing process to covers all the key internal and external stakeholders.								
8	Does the Company have in-house structure to implement the policy/policies.	Yes								
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Yes, Company is having Stakeholder Relationship Committee to address stakeholder's grievances.								

10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Internal Auditor reviews the policies on a timely basis.
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Note: The replies to the questions at serial no.2 to 10 as mentioned above are applicable to all the Principles except the Principles 7 and 9.

- b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)
- i) The Company has not understood the Principles:
 - ii) The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.
 - iii) The Company does not have financial or manpower resources available for the task
 - iv) It is planned to be done within next 6 months
 - v) It is planned to be done within the next 1 year
 - vi) Any other reason (please specify)

Note: With respect to the Principle 7, a specific policy for the same has not been adopted. With respect to the Principle 9, the Company fulfills customer needs satisfactorily and provides value to them in a responsible manner.

3. Governance related to BR :
- a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year.
 - The Business Responsibility performance of the Company is assessed periodically.
 - b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?
 - This is the second year Company is publishing BRR. It is available on the website of the Company <http://www.responsiveindustries.com/report.aspx>.

SECTION E : PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?
 - Code of Conduct for Board Members & Senior Management Personnel covers all the Directors and Senior Management Personnel of the Company.
 - Insider Trading Code is applicable to designated employee of the Company.
 - Related Party Transaction Policy is framed intended to ensure the proper approval and reporting of transactions between the Company and its Related Parties at arm's length.
 - The objective of Whistle Blower Policy is to build and strengthen a culture of transparency and trust in the organization and to provide employees with a framework/ procedure for responsible and secure reporting of improper activities (whistle blowing) within the Company and to protect employees wishing to raise a concern about improper activity irregularities within the Company.
 - The Policy for determination of materiality of events or information for disclosure was framed in terms of Regulation 30 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI (LODR).
 - The Policy on maintenance & preservation of documents was framed in pursuance to Regulation 9 of the SEBI (LODR).
 - The Policy for Determining Material Subsidiaries was framed in accordance with the requirement stated under the Listing Agreement.
2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.
 - During the year under review, the Company has not received any complaints.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

All products manufactured by the Company are safe and contribute to the sustainability throughout their lifecycle.

To name a few of them are as under:

 - Vinyl flooring
 - PVC Leather Cloth/Coated Cotton Fabric
 - PVC Sheeting

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
 - (a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?
 - (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company has adopted the following methods to conserve the resources:

- Reuse of cut pieces after slitting for reducing waste generation and commercial viability also.
 - Replacement CFL bulbs with LED due to lower energy consumption and elimination of risk of toxic substances and UV radiation, CLL bulbs where replaced by LED lights. This not only resulted in higher elimination but we also reduced energy consumption, this is equivalent to abatement of water.
 - The abatement of cutting trees by substituting printed correspondence with e-correspondence, while taking a step towards reducing deforestation.
3. Does the Company have procedures in place for sustainable sourcing (including transportation)?
 - a) If yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so.
 - Yes, procurement practices by the Company are focused on protection of environment, and cost effective procurement seeking resource efficiency, improving the quality of products and ultimately optimizing the cost.
 4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?
 - a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?
 - The manufacturing unit is located at the remote place away from the city. The Company makes specific efforts to improve employability of the local community. Further, it also ensures that it engages small businesses around its plant in variety of productive employment. The Company's long term association with the small vendors/suppliers has helped such vendors to grow along with the Company.
 5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.
 - Yes, the Company has in place a mechanism for recycling products and waste. The waste generation of the Company is less than 5% and further the same can be reused. The Company recycles its waste as below:
 - i) Plastics waste is recycled
 - ii) Empty raw material bags are reused for in-process packing, reprocessed and reused.
 - iii) Water consumption is monitored

Principle 3: Businesses should promote the wellbeing of all employees

1. Please indicate the Total number of employees.
 - 264
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.
 - 71
3. Please indicate the Number of permanent women employees.
 - 04
4. Please indicate the Number of permanent employees with disabilities.
 - Nil
5. Do you have an employee association that is recognized by management.
 - BhartiyaKamgarMahasangh.
6. What percentage of your permanent employees is members of this recognized employee association.
 - 60%
7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.
 - The Company has not received any complaints relating to child labour, forced labour, involuntary labour, sexual harassment.

No.	Category	No.of complaints filed during the financial year	No. of complaints pending as on end of the financial
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			year
i)	Child labour/forced Labour/involuntary labour	Nil	N.A.
ii)	Sexual harassment	Nil	N.A.
iii)	Discriminatory employment	Nil	N.A.

8. What percentage of your under mentioned employees were given safety & skill up gradation training in the last year?
- Permanent Employees
 - Permanent Women Employees
 - Casual/Temporary/Contractual Employees
 - Employees with Disabilities
- All employees undergo the required safety trainings on an ongoing basis.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

- Has the Company mapped its internal and external stakeholders? Yes/No

➤ Yes, The Company has identified its stakeholders and takes steps to engage with them through various formal and informal processes

The major stakeholders have been identified and classified as:

 - Employees
 - Customers
 - Shareholders/Investors / Depositors
 - Communities
 - Business Partners/Contractors/Vendors
 - Government Bodies
 - Lender (s)
 - Insurance Companies
 - Supplier
 - Contract workers.
- Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.

➤ Yes, the Company ensures that all stakeholder concerns, including the disadvantaged and vulnerable, are well incorporated into the Company's strategic thinking and decision-making. The Company takes all practical steps to ensure that all communication with stakeholders is clear, transparent, timely and complete, and respects their right to be informed, so that everyone can make decisions and act with full knowledge. While the management has the accountability for stakeholder, the Company believes that every employee in the Company also has a responsibility towards ensuring satisfactory stakeholder relationships.
- Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

➤ Yes. The Company puts efforts to engage with such stakeholders, identify their needs/concerns and address them. Some of the initiatives and channels used in the process of engaging with stakeholders include face-to-face meetings, both individual and group (including the shareholders' meetings); media and stock exchange announcements; investor presentations; grievance mechanisms; financial reports; circulars ; regular customer, business partner and supplier meetings; formal consultations and audit processes; and updates on the RIL website – www.responsiveindustries.com

Principle 5: Businesses should respect and promote human rights

- Does the policy of the Company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others.

➤ The Company does not hire child labour, forced labour or involuntary labour. The Company has always been committed to developing an organizational culture that supports recognized human rights, as well as the human rights enumerated in the Constitution. The Company takes steps to ensure that human rights principles are upheld within its workplaces. The said Policy is extends to its subsidiary Companies.
- How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management.

➤ Not complaint received.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.
 - The Company's policy on Environment is applicable to all. The Company believes that harmony between man and his environment is the essence of healthy life and living. Company strives for efficient and optimum utilization of available resources minimization of waste.
2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.
 - The Company has addressed environment and climate issues with clear goals and targets. Following are the objectives of the Company to address environment issues are:
 - Efficient & optimum utilization of available resources
 - Minimization of waste
 - Maximization of waste materials' utilization
3. Does the Company identify and assess potential environmental risks? Y/N
 - Yes, the Company has a mechanism to identify and assess potential environmental risks in its plant.
4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also if Yes, whether any environmental compliance report is filed.
 - The Company does not have any projects related to Clean Development Mechanism.
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.
 - GREEN INITIATIVE IN CORPORATE GOVERNANCE:
The Company fully supports the Ministry of Corporate Affairs' initiative to minimize the use of paper for 'all official communication'. In line with this, the Company sends all notices and documents, including the Annual Report, to shareholders who have registered for the same, by e-mail. This has led to a significant reduction in paper consumption annually.
6. Are the Emissions/Waste generated by the company/within the permissible limits given by CPCB/SPCB for the financial year being reported?
 - Yes
7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.
 - Nil

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with :
 - The Company is a member of various industry bodies and associations. Some of these are:
 - Confederation of Indian Industry (CII)
 - The Associated Chamber of Commerce and Industry (ASSOCHAM)
 - Bombay Chamber of Commerce and Industry
 - Entrepreneur Organization, Mumbai
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No;

If yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

 - The Company is active member in various industry bodies and associations (either directly or through its subsidiary) and actively takes part in the discussion relating to policy development and advocates policies which promotes social and economic growth. The Company engages with industry bodies and association to influence public and regulatory policy in a responsible manner. Only the authorized representative of the company makes interaction with these bodies with honesty and integrity and in compliance with the applicable law.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes/initiatives project in pursuit of the policy related to Principle 8? If yes details thereof.
 - Yes. The Company has a CSR policy in place and it carried out activities majorly Educational/Vocational Training, Health & Medical Care, Promoting Art and Culture.
2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?
 - The Company's CSR activities are carried out through implementing agencies.

3. Have you done any impact assessment of your initiative?
 - The Company is in its initial stage of implementing the CSR activities. It shall undertake to carry out impact assessment at later stage.
4. What is your Company's direct contribution to community development projects. Amount in INR and the details of the project undertaken.
 - Kindly refer the Report on CSR activities for details.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.
 - The Company has contributed its funds to institutions furthering the benefit to the needy section of the society and the same has been acknowledged by them.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.
 - As on March 31, 2018 about 0% of the customer complaints received during the year was pending.
2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. Remarks (additional information)
 - The Company follows all legal statutes with respect to product labeling and displaying of product information, wherever required.
3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.
 - Nil
4. Did your Company carry out any consumer survey/consumer satisfaction trends?
 - Yes

Place: Mumbai
Date: 17 October, 2018

Sd/-
Rajesh Pandey
Director

Responsive Industries Limited

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E-mail: investor@responsiveindustries.com; Website: www.responsiveindustries.com
CIN: L99999MH1982PLC027797

Date: 17 October, 2018

Dear Shareholders,

Sub: Green Initiative-Registration of E-mail address

As a part of Green Initiative in Corporate Governance, your Company has adopted to send Annual Report, Notice of General Meetings, statement annexed to Notice, Financial Statements, Board's Report, Auditor's Report, Postal Ballot Notice, Postal Ballot Form and other Communications/documents/notices etc. (referred to as communications/documents), as may be required under the Companies Act, 2013 and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, to its Members in electronic form.

Accordingly in order to receive such communications/documents in electronic mode, please register/update your email address with your Depository Participant (DP) and with the Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd. and the same shall be deemed to have been registered with the Company for the purpose of sending the said communications/documents; and

Alternatively, you can also register your email by sending your consent at **investor@responsiveindustries.com** along with your Folio No. and valid email address for registration with us. The members will be entitled to, free of cost, physical copies of such communications/documents, upon sending a duly signed requisition.

In case there is any change in your registered email address with the DP/the Company, kindly update the same with your DP/the Company, as the case may be, from time to time.

We strongly believe that with your support we can make this step of the Government meaningful in creating a healthier and greener environment.

With regards,

Thanking you,

Yours faithfully,

For **Responsive Industries Limited**

Sd/-

Ruchi Jaiswal
Company Secretary & Compliance Officer