

Date: August 10, 2022

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

Scrip Code: 505509

To,
National Stock Exchange of India Limited
Exchange Plaza, C - 1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 051

Symbol: RESPONIND

Subject : Consolidated Scrutinizer's Report for remote e-voting and voting during the Extra Ordinary General Meeting held on Tuesday, August 09, 2022

Dear Sir/Madam,

Pursuant to the provisions of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Consolidated Scrutinizer's Report submitted by M/s. P.P. Shah & Co., Scrutinizer for the Extra Ordinary General Meeting of the Company held on Tuesday, August 09, 2022.

Kindly take the same on your record.

Thanking you,

Yours sincerely,

For **Responsive Industries Limited**



Ankit Pandit

Company Secretary & Compliance Officer



Encl.: As above

FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
Ms. Kanak Jani, Chairperson,
Extra Ordinary General Meeting of the Equity Shareholders of Responsive Industries Limited,
Held on Tuesday, 9th August, 2022 at 11.00 a.m. through
Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the Extra Ordinary General Meeting (EGM) of the equity shareholders of Responsive Industries Limited held on Tuesday, 9th August, 2022 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') for the purpose of scrutinizing the E-voting process ('remote e-voting') and Electronic Voting (e-voting) at the Extra Ordinary General Meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting ('remote e-voting') and Electronic Voting (e-voting) carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The EGM is held in compliance with the MCA Circular dated 13th January, 2021 read with circulars dated 5th May, 2020; 8th April, 2020, 13th April, 2020 and 23rd June, 2021 (collectively referred to as 'MCA Circulars') and SEBI circular dated 15th January, 2021 and 12th May, 2020 (collectively referred to as 'SEBI Circulars') regarding holding of the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.
2. The Notice of the EGM has been sent to all the Members on 18th July, 2022 only through electronic mode to those Members whose email addresses are registered with the Company, RTA or CDSL / NSDL ('Depositories') as on 15th July, 2022 to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the EGM of "Responsive Industries Limited" [Item No. 1 (One) to 3 (Three) of the Notice of the EGM of Responsive Industries Limited].
3. The Company had provided the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) and had engaged the services of Link Intime India Private Limited for this purpose.
4. Voting rights were reckoned as on Tuesday, 2nd August, 2022, being the cut-off date for the purpose deciding the entitlements of members for remote e-voting and e-voting during the AGM.
5. The remote e-voting period remained open from Saturday, 6th August, 2022 at 09.00 a.m. to Monday, 8th August, 2022 at 05.00 p.m.



6. At the EGM of the Company held on Tuesday, 9th August, 2022, the facility to vote through electronic system had been provided to facilitate voting for those Members who were present at the Meeting through VC / OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
7. After the closure of the e-voting at the EGM, the votes cast through e-Voting at the EGM and through remote e-Voting prior to the date of the EGM were unblocked on Monday, 8th August, 2022.
8. Since the meeting was held through VC / OAVM, no poll papers were cast.
9. The consolidated results of the remote e-voting and e-voting during AGM through VC / OAVM are as under:

SPECIAL BUSINESS:

a. RESOLUTION NO. 1

Special Resolution No. 1 – (a) Appointment of Mr. Anand Sadashiv Kapre (DIN: 00019530) as an Independent Director									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	233576895	96.09	9507927	3.91	243084822	100.00	0	0.00	243084822
Total No. of Members	39	97.50	1	2.50	40	100.00	0	0.00	40

b. RESOLUTION NO. 2

Special Resolution No. 2 – To appoint Ms. Kanak Jani (DIN: 08749747) as an Executive Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	233576895	96.09	9507927	3.91	243084822	100.00	0	0.00	243084822
Total No. of Members	39	97.50	1	2.50	40	100.00	0	0.00	40



c. RESOLUTION NO. 3

Specoca; Resolution No. 3 – To re-appoint Mr. Mehul Vala (DIN: 08361696) as Whole Time Director and CEO of the Company									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	233577069	96.09	9507927	3.91	243084996	100.00	0	0.00	243084996
Total No. of Members	40	97.56	1	2.44	41	100.00	0	0.00	41

10. Since the votes cast FOR the resolutions exceed the number of votes cast AGAINST the resolutions by requisite majority, all the resolutions as set out in item no. 1 to 3 of the Notice of the EGM have been passed with requisite majority.
11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
12. The consolidated result of the votes cast (by remote e-voting and e-voting during AGM) is provided as Annexure - 1 to this report.

Thanking You,

Yours Faithfully,

For P. P. Shah & Co.
Practicing Company Secretaries

Pradip C. Shah

Pradip Shah
Partner
UDIN: F001483D000771626

Place: Mumbai
Date: 10th August, 2022



Annexure – 1

Consolidated Result of Voting (by Remote E-voting and E-voting) for Resolution Nos. 1 to 3 of the Notice of the EGM of “Responsive Industries Limited” held on Tuesday, 9th August, 2022 at 11.00 a.m. by VC / OAVM

Resolution # 1 – Special Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	38	243084820	100.00	2	2	0.00	40	243084822	100.00
Voted In Favour Of Resolution	37	233576893	96.09	2	2	0.00	39	233576895	96.09
Voted against the resolution	1	9507927	3.91	0	0	0.00	1	9507927	3.91

Resolution # 2 – Special Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	38	243084820	100.00	2	2	0.00	40	243084822	100.00
Voted In Favour Of Resolution	37	233576893	96.09	2	2	0.00	39	233576895	96.09
Voted against the resolution	1	9507927	3.91	0	0	0.00	1	9507927	3.91

Resolution # 3 – Special Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	39	243084994	100.00	2	2	0.00	41	243084996	100.00
Voted In Favour Of Resolution	38	233577067	96.09	2	2	0.00	40	233577069	96.09
Voted against the resolution	1	9507927	3.91	0	0	0.00	1	9507927	3.91

