

December 25, 2020

To,

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

Scrip Code: 505509

Dear Sir / Madam,

Sub: Voting Results of 38th Annual General Meeting of the Company under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the 38th Annual General Meeting of our Company was held on Thursday, December 24, 2020 at 11.10 a.m. through VC/OAVM.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are furnishing herewith details of voting results of the business transacted at the 38th Annual General Meeting in the prescribed format.

A Scrutinizer's Report is also enclosed herewith.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **Responsive Industries Limited**

RUCHI
JAISWAL
Digitally signed
by RUCHI
JAISWAL
Date: 2020.12.25
16:06:47 +05'30'

Ruchi Jaiswal
Company Secretary & Compliance Officer

Encl: As Above

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

RESPONSIVE INDUSTRIES LIMITED

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

www.responsiveindustries.com

T: +91 22 6656 2727 / 2704

F: +91 22 6656 2799

E: enquiry@responsiveindustries.com

CIN NO. L65100MH1982PLC027797

RESPONSIVE INDUSTRIES LIMITED	
Date of the AGM	24-Dec-20
Total number of shareholders on record date	4202
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoters Group:	0
Public:	0
No of shareholders attended the meeting through video conferencing:	16
Promoters and Promoters Group:	5
Public:	11

Responsive Industries Limited

Resolution Required : (Ordinary)			1 - 1.Ordinary Resolution to receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	133814527	133041197	99.4221	133041197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		133041197	99.4221	133041197	0	100.0000	0.0000
Public Institutions	E-Voting	23740791	9584233	40.3703	9584233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9584233	40.3703	9584233	0	100.0000	0.0000
Public Non Institutions	E-Voting	109357382	7828	0.0072	7828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7828	0.0072	7828	0	100.0000	0.0000
Total		266912700	142633258	53.4382	142633258	0	100.0000	0.0000

Responsive Industries Limited

Resolution Required : (Ordinary)			2 - Ordinary Resolution to confirm the payment of interim dividend on equity shares and declare final dividend on equity shares of the Company at the rate of Re. 0.07 per equity share (7%) for the financial year 2019-20.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133041197	99.4221	133041197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		133041197	99.4221	133041197	0	100.0000	0.0000
Public Institutions	E-Voting	23740791	9584233	40.3703	9584233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9584233	40.3703	9584233	0	100.0000	0.0000
Public Non Institutions	E-Voting	109357382	7828	0.0072	7828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7828	0.0072	7828	0	100.0000	0.0000
Total		266912700	142633258	53.4382	142633258	0	100.0000	0.0000

Responsive Industries Limited

Resolution Required : (Ordinary)			3 - Ordinary Resolution to appoint a Director in place of Mr. Mrunal Shetty (DIN: 08362895), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133041197	99.4221	133041197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		133041197	99.4221	133041197	0	100.0000	0.0000
Public Institutions	E-Voting	23740791	9584233	40.3703	9584233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9584233	40.3703	9584233	0	100.0000	0.0000
Public Non Institutions	E-Voting	109357382	7828	0.0072	7828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7828	0.0072	7828	0	100.0000	0.0000
Total		266912700	142633258	53.4382	142633258	0	100.0000	0.0000

Responsive Industries Limited

Resolution Required : (Ordinary)			4 - Ordinary Resolution to approve the remuneration of Cost Auditor for the financial year 2020-21.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133041197	99.4221	133041197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		133041197	99.4221	133041197	0	100.0000	0.0000
Public Institutions	E-Voting	23740791	9584233	40.3703	9584233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9584233	40.3703	9584233	0	100.0000	0.0000
Public Non Institutions	E-Voting	109357382	7828	0.0072	7828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7828	0.0072	7828	0	100.0000	0.0000
Total		266912700	142633258	53.4382	142633258	0	100.0000	0.0000

Responsive Industries Limited

Resolution Required : (Ordinary)			5 - Ordinary Resolution to approve payment of professional fees to Ms. Bhumika Jain, Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133041197	99.4221	133041197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		133041197	99.4221	133041197	0	100.0000	0.0000
Public Institutions	E-Voting	23740791	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	109357382	7828	0.0072	7828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7828	0.0072	7828	0	100.0000	0.0000
Total		266912700	133049025	49.8474	133049025	0	100.0000	0.0000

Responsive Industries Limited

Resolution Required : (Ordinary)			6 - Ordinary Resolution to approve reclassification of the status of Mr. Abhishek Agarwal and Mrs. Saudamini Agarwal from Promoter group category to Public category.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	131552197	98.3094	131552197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		131552197	98.3094	131552197	0	100.0000	0.0000
Public Institutions	E-Voting	23740791	9584233	40.3703	9584233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9584233	40.3703	9584233	0	100.0000	0.0000
Public Non Institutions	E-Voting	109357382	7828	0.0072	7828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7828	0.0072	7828	0	100.0000	0.0000
Total		266912700	141144258	52.8803	141144258	0	100.0000	0.0000

Responsive Industries Limited

Resolution Required : (Special)			7 - Special Resolution to approve addition of New Object in the Main Object Clause and alteration of MOA.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133041197	99.4221	133041197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		133041197	99.4221	133041197	0	100.0000	0.0000
Public Institutions	E-Voting	23740791	9584233	40.3703	9584233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9584233	40.3703	9584233	0	100.0000	0.0000
Public Non Institutions	E-Voting	109357382	7828	0.0072	7828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7828	0.0072	7828	0	100.0000	0.0000
Total		266912700	142633258	53.4382	142633258	0	100.0000	0.0000

FORM NO. MGT-13
REPORT OF SCRUTINIZER

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

To,
Mr. Rishabh Agarwal, Chairman,
38th Annual General Meeting of the Equity Shareholders of Responsive Industries Limited,
Held on Thursday, 24th December, 2020 at 11.10 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 38th Annual General Meeting of the equity shareholders of Responsive Industries Limited held on Thursday, 24th December, 2020 at 11.10 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 38th Annual 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 38th AGM is held in compliance with the MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and dated 13th April, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12th May, 2020 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 AGM alongwith the Annual Report 2019 – 20 has been sent to all the Members on November 27, 2020 only through electronic mode to those Members whose email addresses are registered with the Company, RTA or CDSL / NSDL ('Depositories') as on November 20, 2020 to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 38th Annual General Meeting of "Responsive Industries Limited" [Item No. 1 (One) to 7 (Seven) of the Notice of the 38th Annual General Meeting 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 Thursday, 17th December, 2020, 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 Monday, 21st December, 2020 at 09.00 a.m. to Wednesday, 23rd December, 2020 at 05.00 p.m.
6. At the 38th Annual General Meeting of the Company held on Thursday, 24th December, 2020, 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 Annual General Meeting, the votes cast through e-Voting at the AGM and through remote e-Voting prior to the date of the Annual General Meeting were unblocked on Thursday, 24th December, 2020.
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:

ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – (a) Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
(b) Approving and adopting the Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Auditors thereon:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	142633258	100.00	0	0.00	142633258	100.00	0	0.00	142633258
Total No. of Members	21	100.00	0	0.00	21	100.00	0	0.00	21



b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Confirm the payment of interim dividend on equity shares and declare final dividend on equity shares of the Company at the rate of Re. 0.07 per equity share (7%) for the financial year 2019-20 :									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	142633258	100.00	0	0.00	142633258	100.00	0	0.00	142633258
Total No. of Members	21	100.00	0	0.00	21	100.00	0	0.00	21

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Appointment of Mr. Mrunal Shetty (DIN: 08362895) as a Director of the Company who retires by rotation and being eligible had offered himself for re-appointment:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	142633258	100.00	0	0.00	142633258	100.00	0	0.00	142633258
Total No. of Members	21	100.00	0	0.00	21	100.00	0	0.00	21

SPECIAL BUSINESS:

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Approve the remuneration to M/s. S K Agarwal & Associates, Cost Accountants for the financial year ending 31 st March, 2021:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	142633258	100.00	0	0.00	142633258	100.00	0	0.00	142633258
Total No. of Members	21	100.00	0	0.00	21	100.00	0	0.00	21



e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – Approve payment of professional fees to Ms. Bhumika Jain, Independent Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	133049025	100.00	0	0.00	133049025	100.00	0	0.00	133049025
Total No. of Members	20	100.00	0	0.00	20	100.00	0	0.00	20

f. RESOLUTION NO. 6

Ordinary Resolution No. 6 – Reclassification of the status of Mr. Abhishek Agarwal and Mrs. Saudamini Agarwal from Promoter group category to Public category:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	141144258	100.00	0	0.00	141144258	100.00	0	0.00	141144258
Total No. of Members	20	100.00	0	0.00	20	100.00	0	0.00	20

g. RESOLUTION NO. 7

Special Resolution No. 7 – Addition of New Object in the Main Object Clause and alteration of MOA:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	142633258	100.00	0	0.00	142633258	100.00	0	0.00	142633258
Total No. of Members	21	100.00	0	0.00	21	100.00	0	0.00	21

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 7 of the Notice of the 38th Annual General Meeting 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



Place: Mumbai
Date: 25th December, 2020
UDIN: F001483B001650009

Annexure – 1

Consolidated Result of Voting (by Remote E-voting and E-voting) for Resolution Nos. 1 to 7 of the Notice of the 38th Annual General Meeting of “Responsive Industries Limited” held on Thursday, 24th December, 2020 at 11.10 a.m. by VC / OAVM

Resolution # 1 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted In Favour Of Resolution	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted against the resolution	0	0	0.00	0	0	0.00	0	0	0.00

Resolution # 2 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted In Favour Of Resolution	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted against the resolution	0	0	0.00	0	0	0.00	0	0	0.00

Resolution # 3 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted In Favour Of Resolution	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted against the resolution	0	0	0.00	0	0	0.00	0	0	0.00

Resolution # 4 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted In Favour Of Resolution	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted against the resolution	0	0	0.00	0	0	0.00	0	0	0.00

Resolution # 5 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	20	133049025	100.00	0	0	0.00	20	133049025	100.00
Voted In Favour Of Resolution	20	133049025	100.00	0	0	0.00	20	133049025	100.00
Voted against the resolution	0	0	0.00	0	0	0.00	0	0	0.00

Resolution # 6 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	20	141144258	100.00	0	0	0.00	20	141144258	100.00
Voted In Favour Of Resolution	20	141144258	100.00	0	0	0.00	20	141144258	100.00
Voted against the resolution	0	0	0.00	0	0	0.00	0	0	0.00



Resolution # 7 – Special Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted In Favour Of Resolution	21	142633258	100.00	0	0	0.00	21	142633258	100.00
Voted against the resolution	0	0	0.00	0	0	0.00	0	0	0.00

