RESPONSIVE

We listen. We're responsive.

Date: 13th August, 2014

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

Company Scrip Code: 505509

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

Company Code: RESPONIND

Sub: Clause 35A of the Listing Agreement with the Stock Exchanges for voting results of the 32nd Annual General Meeting

Dear Sir/Madam,

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

Sr. No.	Description			Particulars
1.	Date of the AGM			09th August, 2014
2.	Book Closure Date			05th August, 2014 to 09th August, 2014 (both days inclusive)
3.	Total number of Shareholders on record date			3411
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	Category of Shareholders	**In Person**	**Proxy**	**Total**
	Promoter and Promoter Group	08	--	08
	Public	21	--	21
	Total	29	--	29
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			

T: +91 2525 284971
F: +91 2525 284954
E: rkpatel@responsiveindustries.com

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

CIN NO. L99999MH1982PLC027797

www.responsiveindustries.com

RESPONSIVE INDUSTRIES LIMITED

Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Saturday, 09th day of August, 2014 at 10.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane-401 501. The agenda wise details of e-voting and poll at the Annaul General Meeting are provided in Annexure A. Further enclosed the report of Scrutinizer on e-voting facility provided by the Company and on poll conducted at the Annual General Meeting in Annexure B & C.

Request you to kindly take the same on record.

Yours Faithfully,
For **Responsive Industries Limited**

Company Secretary
Encl: As above

Annexure - A

Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss Account for the financial year ended on that date together with the Reports of the Directors' and Auditors' thereon.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**

Item No. 2

Ordinary Resolution: Declaration of dividend on equity shares of the Company for the financial year 2013-2014.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**



Item No. 3

Ordinary Resolution: Appointment of a Director in place of Mrs. Swati Agarwal who retires by rotation and being eligible offers herself for Re-appointment.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**

Item No. 4

Ordinary Resolution: Re-apointment of M/s Haribhakti and Co, Chartered Accoutant as the Statutory Auditor of the Company to hold office from conclusion of this meeting until the conclusion of Annual General Meeting of the Company scheduled to be held in the year 2017.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**



Item No. 5

Ordinary Resolution: Re- appointment of Mr. Atit Agarwal as whole-time Director of the company for a period of three years with effect from 22nd August, 2014 pursuant to section 196, 197, 203 of the companies Act, 2013 read with schedule V of Companies Act, 2013.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**

Item No. 6

Ordinary Resolution: Appointment of Mr. S S Thakur as an Independent Director of the company for three consecutive years for a term up to the conclusion of the 35th Annual General Meeting in the calendar year 2017 in accordance with section 149, 150, 152, read with schedule IV of Companies Act, 2013.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**



Item No. 7

Ordinary Resolution: Appointment of Mr. V K Chopra as an Independent Director of the company for three consecutive years for a term up to the conclusion of the 35th Annual General Meeting in the calendar year 2017 in accordance with section 149, 150, 152, read with schedule IV of Companies Act, 2013.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**

Item No. 8

Special Resolution: Authorizing Board of Directors to borrow money together with the money already borrowed in excess of paid up capital of the company and its free reserves provided that the total amount of monies so borrowed shall not exceed the limit of Rs. 1,100 Crores under section 180 (1) (c) of the companies Act, 2013.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**



Item No. 9

Special Resolution: Authorizing Board of Directors to Mortgage and/or hypothecate and/or charge property of company to secure borrowings of Company not exceeding Rs.1,100 Crores under section 180(1)(a) of the companies Act, 2013.

Promoter/Public	No. of Shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161268010	161268010	100%	161268010	0	100%	0
Public Institutional holders	22393042	0	0%	0	0	0%	0
Public - Others	83251648	129535	0.16%	129535	0	100%	0
Total	**266912700**	**161397545**	**60.47%**	**161397545**	**0**	100%	**0**

For **Responsive Industries Limited**

Company Secretary

ANNEXURE B

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

REPORT OF SCRUTINIZER

(E-Voting)

[Pursuant to clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Atit Agarwal, Chairman,
Responsive Industries Limited,
Village Betegaon, Mahagaon Road,
Boisar East, Taluka Palghar,
Dist: Thane: 401 501

Dear Sir

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 32nd (Thirty Second) Annual General Meeting of the equity shareholders of Responsive Industries Limited to be held on Saturday, 9th August, 2014 at 10.00 A.M. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazaar, Boisar (West), Thane: 401 501 for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of the Listing Agreement, the provisions of Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 10.00 A.M. on Monday, August 4, 2014 to Tuesday, August 5, 2014 at 6.00 P.M.

2. The notice was sent to all the Members, whose names appeared in the Register of Members as on July 11, 2014 who were entitled to vote on the proposed 9 (nine) resolutions as mentioned in the 32nd Notice of the Annual General Meeting of "Responsive Industries Limited" (Item No. 1 (One) to 9 (Nine) of the Notice of the Annual General Meeting of Responsive Industries Limited).

3. The votes were unblocked on August 6, 2014 in the presence of 2 witnesses, namely Mr. Punit Shah, Partner of M/s. P. P. Shah & Co., Practising Company Secretary having office at 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 001 and Ms. Ganga Babu working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the website of Central Depository Services (India) Limited i.e. www.evotingindia.com,

P. P. SHAH & CO. ★ BOMBAY-23 ★

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 023
Tel: (022) 22675812, 22676339 Fax: (022) 22675812 Email: shahpradipcs@gmail.com

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

5. The result of e-voting is as under:

Ordinary Business:

a. RESOLUTION NO. 1:

To receive, consider and adopt the Balance Sheet as at 31st March 2014, Statement of Profit and Loss Account for the financial year ended on that date together with the Reports of the Auditors and Directors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

b. RESOLUTION NO. 2:

Declaration of dividend on equity shares of the Company for the financial year 2013-2014.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil



Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 023
Tel: (022) 22675812, 22676339 Fax: (022) 22675812 Email: shahpradipcs@gmail.com

c. RESOLUTION NO. 3

Appointment of a Director in place of Mrs. Swati Agarwal who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

Special Business:

d. RESOLUTION NO. 4

Re-appointment of M/s. Haribhakti and Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of Annual General Meeting of the Company scheduled to be held in the year 2017.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

P. P. SHAH & CO. ★ BOMBAY-23 ★

e. RESOLUTION NO. 5

Re-appointment of Mr. Atit Agarwal as a Whole-time Director of the Company for a period of three years with effect from 22nd August 2014 pursuant to Section 196, 197, 203 of the Companies Act, 2013 read with Schedule V of the Act.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

f. RESOLUTION NO. 6

Appointment of Mr. S.S. Thakur as an Independent Director of the Company for three consecutive years for a term up to the conclusion of the 35th Annual General Meeting in the calendar year 2017 in accordance with Section 149, 150, 152 read with Schedule IV of the Act

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

P. P. SHAH & CO. ★ BOMBAY-23 ★

g. RESOLUTION NO. 7

Appointment of Mr. V.K. Chopraas an Independent Director of the Company for three consecutive years for a term up to the conclusion of the 35th Annual General Meeting in the calendar year 2017 as per Section 149, 150, 152 read with Schedule IV of the Act.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

h. RESOLUTION NO. 8

Authorizing Board of Directors to borrow money, together with the money already borrowed,in excess of paid up capital of the Company and its free reserves, provided that the total amount of monies so borrowed shall not exceed the limit of Rs.1,100 Crores under Section 180(1)(c) of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

P. P. SHAH & CO. ★ BOMBAY-23 ★

i. **RESOLUTION NO. 9**

Authorizing Board of Directors to Mortgage and/or hypothecate and/or Charge property of Company to secure borrowings of Company not exceeding Rs.1,100 Crores under Section 180(1)(a) of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
12	157,270,515	100

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

6. The registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You,

For P P Shah & Co.,
Practising Company Secretaries

Pradip C. Shah

Pradip Shah
Partner

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

Place: Mumbai
Date: August 6, 2014

ANNEXURE C

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

FORM NO. MGT-13

REPORT OF SCRUTINIZER

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

To,
Mr. Atit Agarwal, Chairman,
32nd Annual General Meeting of the Equity Shareholders of Responsive Industries Limited,
Held on Saturday, 9th August, 2014 at 10.00 A.M. at
Hotel Silver Avenue, Ostwal Empire, Next to Big Bazaar,
Boisar (West), Thane: 401 501

Dear Sir

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 32nd (Thirty Second) Annual General Meeting of the equity shareholders of Responsive Industries Limited held on Saturday, 9th August, 2014 at 10.00 A.M. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazaar, Boisar (West), Thane: 401 501, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Mr. Atit Agarwal, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I / We did not find any poll papers invalid.

4. The result of the poll is as under:

Ordinary Business:

a. RESOLUTION NO. 1

To receive, consider and adopt the Balance Sheet as at 31st March 2014, Statement of Profit and Loss Account for the financial year ended on that date together with the Reports of the Auditors and Directors thereon.

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

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 023
Tel: (022) 22675812, 22676339 Fax: (022) 22675812 Email: shahpradipcs@gmail.com

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

b. RESOLUTION NO. 2

Declaration of dividend on equity shares of the Company for the financial year 2013-2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

c. RESOLUTION NO. 3

Appointment of a Director in place of Mrs. Swati Agarwal who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

d. RESOLUTION NO. 4

Re-appointment of M/s. Haribhakti and Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of Annual General Meeting of the Company scheduled to be held in the year 2017.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

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

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 023
Tel: (022) 22675812, 22676339 Fax: (022) 22675812 Email: shahpradipcs@gmail.com

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Special Business:

e. RESOLUTION NO. 5

Re-appointment of Mr. Atit Agarwal as a Whole-time Director of the Company for a period of three years with effect from 22nd August 2014 pursuant to Section 196, 197, 203 of the Companies Act, 2013 read with Schedule V of the Act.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

P. P. SHAH & CO. BOMBAY-23

f. RESOLUTION NO. 6

Appointment of Mr. S.S. Thakur as an Independent Director of the Company for three consecutive years for a term up to the conclusion of the 35th Annual General Meeting in the calendar year 2017 in accordance with Section 149, 150, 152 read with Schedule IV of the Act

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

g. RESOLUTION NO. 7

Appointment of Mr. V.K. Chopraas an Independent Director of the Company for three consecutive years for a term up to the conclusion of the 35th Annual General Meeting in the calendar year 2017 as per Section 149, 150, 152 read with Schedule IV of the Act.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

P. P. SHAH & CO. BOMBAY-23

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

h. RESOLUTION NO. 8

Authorizing Board of Directors to borrow money, together with the money already borrowed,in excess of paid up capital of the Company and its free reserves, provided that the total amount of monies so borrowed shall not exceed the limit of Rs.1,100 Crores under Section 180(1)(c) of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

(ii) Voted **in against** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

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

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

i. **RESOLUTION NO. 9**

Authorizing Board of Directors to Mortgage and/or hypothecate and/or Charge property of Company to secure borrowings of Company not exceeding Rs.1,100 Crores under Section 180(1)(a) of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
19	4,127,030	100%

(ii) Voted **in against** of the resolution:

Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes: Nil

5. 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.

6. The poll papers and other relevant records were sealed and handed over to Ms. Alpa Ramani, Company Secretary authorized by the Board for safe keeping.

7. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure 1 to this report.

Thanking You,
Yours Faithfully,

For P P Shah & Co.,
Practising Company Secretaries

Pradip C Shah

Pradip Shah
Partner

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

Place: Mumbai
Date: August 13, 2014

Countersigned by:
For Responsive Industries Limited

Atit Agarwal
Chairman

Place: Mumbai
Date: August 13, 2014

Initialed by:

Alpa Ramani
Company Secretary – Responsive Industries Limited

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 023
Tel: (022) 22675812, 22676339 Fax: (022) 22675812 Email: shahpradipcs@gmail.com

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

Annexure – 1

Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 9 of the notice of the 32nd Annual General Meeting of "Responsive Industries Limited" held on Saturday, August 9, 2014 at 10.00 A.M.

Reso ln No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E-voting	Poll	Total	%
1	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
2	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
3	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
4	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
5	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
6	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
7	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
8	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0
9	157,270,515	4,127,030	161,397,545	157,270,515	4,127,030	161,397,545	100	0	0	0	0

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

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