

Date: 29th September, 2017

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 Sirs,

Sub: Proceedings of 35th Annual General Meeting of the Company held on 29th September, 2017

Pursuant to Regulation 30(6) read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith proceedings of the 35th Annual General Meeting of the Company held on 29th September, 2017 at 10.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane- 401 501.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **Responsive Industries Limited**

Ruchi Jaiswal

Ruchi Jaiswal
Company Secretary & Compliance Officer



Encl: As above

Proceedings of 35th Annual General Meeting of the Company held on 29th September, 2017

1. The 35th Annual General Meeting of Responsive Industries Limited was held on Friday, 29th September, 2017 at 10.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane- 401 501.
2. Mr. Atit Agarwal, Non-Executive Chairman of the Board presided over the meeting. He after ascertaining the requisite quorum being present, called the Meeting to order.
3. The Chairman thereafter introduced other Directors present on the Dias & addressed speech to the Members and informed the shareholders about the Company's performance in the financial year 2016-2017.
4. The Chairman informed the members about proxies/representations received by the Company and the Statutory registers which were available for inspection for the Members present.
5. With the consent of the Members present, the Notice convening the 35th Annual General Meeting, having been circulated to all the Members, was taken as read.
6. Since there was no qualification, adverse remark or observation in Independent Auditors' Report, with the permission of the Members, the Independent Auditors' Report was taken as read. Ms. Ruchi Jaiswal, Company Secretary of the Company read out Secretarial Audit Report. Further, attention of the members was drawn to the explanation given by the Board of Directors in the Directors' report for the qualification in Secretarial Audit report.
7. Ms. Ruchi Jaiswal, Company Secretary informed the members about the remote e-voting provided by the Company. Members who could not exercise their votes through remote e-voting, facility to vote by Poll was made available by the Company at AGM Venue. Ms. Ruchi Jaiswal, Company Secretary further informed that P.P. Shah & Co., Practicing Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting and poll process in a fair and transparent manner.
8. Scrutinizer showed empty ballot box to the Members present.
9. The Chairman then requested the Members present to raise their questions. The Chairman responded to the queries of the Members satisfactory.



10. The following item of business, as per the Notice of Annual General Meeting dated 30th May, 2017, were then put to vote through Polling Paper (to be voted by only those shareholders who have not casted their vote earlier through e-voting):

Ordinary Business:

1. Ordinary Resolution to receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017, together with the Report of the Auditors thereon.
2. Ordinary Resolution to confirm the payment of Dividend at the rate of Rs. 0.10 per Equity Shares as Final Dividend.
3. Ordinary Resolution to appoint a Director in place of Mr. Atit Agarwal (DIN 02330412), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ordinary Resolution for the appointment of M/s. SGCO & Co. LLP, Chartered Accountants (Firm Registration No. 112081W/W100184), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 40th AGM of the Company to be held in the year 2022.

Special Business:

5. Ordinary Resolution for ratification of remuneration of Rs. 2,25,000/- payable to M/s. S.K. Agarwal & Associates, Cost Auditors of the Company for the financial year ending March 31, 2018.
 6. Special Resolution for re-appointment of Mr. S. S Thakur as an Independent Director to hold office for five consecutive year for a term up to the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2022.
11. Scrutinizer locked and sealed the empty poll box in presence of the members. The members after casting their votes deposited filled up Poll Papers in the Poll Box. The Poll Box was handed over to the Scrutinizer.



12. Thereafter, the members were informed that the voting results will be declared within forty eight hours of conclusion of the AGM and will be displayed on the website of Company, CDSL and by notifying to the Stock exchanges where the shares of the Company are listed. The resolutions, if passed, shall be considered as passed effective from 29th September, 2017.

The AGM was concluded with a vote of thanks to those present.

Thanking you,

Yours faithfully,

For **Responsive Industries Limited**



Ruchi Jaiswal

Company Secretary & Compliance Officer

