

July 17, 2023

BSE Limited Corporate Relationship Manager, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 505509	National Stock Exchange of India Limited Exchange Plaza, C - 1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Stock Symbol: RESPONIND
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Sub: Submission of Voting Results along with Scrutinizer's Report in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Dear Sir/ Madam,

Further to our letter dated June 14, 2023, submitting the Postal Ballot Notice dated May 31, 2023 to the Members of the Company for approval of re-classification of Promoter/ Promoter Group of the Company from 'Promoter and Promoter Group' category to 'Public' category shareholders of the Company in accordance with Regulation 31A of SEBI LODR Regulations, we are attaching herewith voting results along with the Scrutinizer's report of the resolution passed by the Members of the Company through Postal Ballot on **Sunday, July 16, 2023**.

In terms of the provisions of the Companies Act, 2013 and Rules made there under and applicable Regulations of SEBI LODR Regulations, the Company has provided remote e-voting facility to the members whose names appear on the Register of Members/list of beneficial owners as on **Friday, June 09, 2023 ("Cut-Off date")** to exercise their voting rights.

The remote e-voting period commenced on Saturday, June 17, 2023 at 09:00 A.M. (IST) and concluded on Sunday, July 16, 2023 at 05:00 P.M. (IST).

The Company has appointed M/s. P. P. Shah & Co., Practising Company Secretaries as the scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the applicable laws in a fair and transparent manner.

The Scrutinizer in his report dated July 17, 2023 confirmed that the voting rights of members were considered in proportion to the paid-up value of their shares in the equity capital of the Company as on Friday, June 09, 2023, the "Cut-off date" fixed by the Company. Total number of shareholders as on the Cut-off date was 6540 holding 26,69,12,700 equity shares of the Company. The Scrutinizer confirmed that the Postal Ballot voting process was conducted in a fair and transparent manner.

As per the Scrutinizer's Report, total valid voters is 48 holding 3,90,13,892 equity shares of the Company, out of which 45 shareholders holding 2,94,18,714 equity shares have voted in favour of the resolution and 3 shareholders holding 95,95,268 equity shares have voted against the said resolution.

RESPONSIVE INDUSTRIES LIMITED

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

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CIN NO. L65100MH1982PLC027797

The Scrutinizer's report dated July 17, 2023 issued by M/s. P. P. Shah & Co., Practicing Company Secretaries is attached as "**Annexure 1**". The resolution as set out in the Notice of Postal Ballot dated May 31, 2023 has been duly approved by the shareholders with requisite majority.

In terms of the provisions of Regulation 44(3) of the SEBI (LODR) Regulations, 2015, the details of the consolidated results of postal ballot is attached as "**Annexure 2**".

The Voting Results along with the Scrutinizer's Report dated July 17, 2023, is uploaded on the website of the Company at <https://www.responsiveindustries.com/news-announcements/>.

Kindly take the same on your record and acknowledge receipt.

Thanking you,
Yours sincerely,

For **Responsive Industries Limited**



Mohini Sharma
Company Secretary & Compliance Officer

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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. Rishabh Agarwal, Director,
Responsive Industries Limited,
Betegaon, Mahagaon Road,
Boisar East, Taluka Palghar,
Betegaon, 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 Postal Ballot Notice dated 31st May, 2023 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 the provisions of the Companies Act, 2013 and Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this Report.

I submit my report as under:

1. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and any amendment / modification thereof as issued by MCA (collectively referred to as the "MCA Circulars") in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India, the Notice of Postal Ballot was required to be sent only by emails registered with the Company or with the depository.
2. Accordingly, the Company had dispatched the Notice of Postal Ballot along with Explanatory Statement through email on Wednesday, June 14, 2023 to all the Shareholders, who were registered with the Company, RTA or CDSL / NSDL ('Depositories') as on Friday, June 9, 2023 to vote on the proposed 1 (One) resolution as mentioned in the Notice of Postal Ballot of "Responsive Industries Limited" [Item No. 1 of the Notice of Postal Ballot of Responsive Industries Limited].
3. As noted above and as per the MCA Circulars, the requirement of sending hard copy of Notice of Postal Ballot along with Postal Ballot forms and pre-paid business envelope to the Members for the Postal Ballot has been dispensed with and instead the communication of the assent or dissent of the Members would take place through the remote e-voting system only.



4. Accordingly, the Company had engaged the services of Link Intime India Private Limited (hereinafter referred as 'Link Intime') for providing the e-voting facility by remote e-voting.
5. The facility to exercise vote by Postal Ballot through electronic means had remained open from Saturday, June 17, 2023 at 09.00 a.m. to Sunday, July 16, 2023 at 05.00 p.m. (both days inclusive). The Members were required to convey their assent or dissent, as the case may be, in respect of the Ordinary Resolution as set out in the notice by casting votes electronically on E-Voting platform, provided by Link Intime on or before 05.00 p.m. on July 16, 2023.
6. Voting rights were reckoned as on Friday, June 9, 2023, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting.
7. Particulars of E-Voting confirmations from the Members have been entered in the Register separately maintained for the purpose as per the Companies (Management and Administration) Rules, 2014.
8. After the end of E-Voting period i.e. July 16, 2023 (5.00 p.m.), I have unblocked the electronic votes and downloaded the E-Voting Reports from the E-Voting module of Link Intime in the presence of two witnesses, Mr. Punit Shah and Mr. Nitin Kadam, who are not in the employment of the Company. The shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficial Owners received from the Depositories as on the Cut-off date of June 9, 2023.
9. E-Voting module received up to the close of working hours on July 16, 2023 (5.00 p.m.) being the last date and time fixed by the Company for receipt of the E-Voting, were considered for my scrutiny.
10. A summary of the E-Voting for the aforesaid resolutions is given below:

(I) Re-classification of Promoter / Promoter Group of the Company from 'Promoter' and 'Promoter Group' category to 'Public' category. – Ordinary Resolution

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
E-Voting Facility	48	3,90,13,892	45	2,94,18,714	75.41	3	95,95,268	24.59
Total	48	3,90,13,982	45	2,94,18,714	75.41	3	95,95,268	24.59

Summary of Postal Ballot E-Voting:

Resolution No.	Total Valid Votes Cast		Voted In Favour Of Resolution			Voted Against The Resolution		
	E-voting	Total	E-voting	Total	%	E-voting	Total	%
1	3,90,13,982	3,90,13,982	2,94,18,714	2,94,18,714	75.41	95,95,268	95,95,268	24.59



11. Ms. Swati Agarwal, Mr. Atit Agarwal, M/s. Efficient Builders LLP and M/s. Mavi Business Ventures LLP, the outgoing promoters have not voted on the above resolution. Further, the voting of M/s. Wellknown Business Ventures LLP has not been considered.

Accordingly, the Resolution No. 1 as contained in the Postal Ballot Notice dated May 31, 2023 is passed with requisite majority.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,
Yours Faithfully,

For P. P. Shah & Co.
Company Secretaries
Unique ICSI ID No.: P2009MH018300

Pradip C. Shah

Pradip Shah
Partner
FCS No.: 1483, COP No.: 436
UDIN: F001483E000622972
Peer Review: 666/2020



Date: 17th July, 2023
Place: Mumbai

**RESULTS OF POSTAL BALLOT
(IN ACCORDANCE WITH REGULATION 44(3) of SEBI LODR REGULATIONS)**

Name of the Company	Responsive Industries Limited
Date of Postal Ballot Notice	May 31, 2023
Voting Start Date	June 17, 2023
Voting End Date	July 16, 2023
Total number of Members as on record date	6940, as on Friday, June 09, 2023 (Cut-off date)
No. of Members present in the meeting either in person or through proxy	Not Applicable
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of Members attended the meeting through Video Conferencing	Not Applicable
Promoters & Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1.	Special Business
Resolution required (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution	Yes
Description of Resolution	Approval for re-classification of Promoter/Promoter Group of the Company from "Promoter" and "Promoter Group" to "Public" Category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof.

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AGENDA WISE DISCLOSURE:

Category	Mode of Voting	No. of shares held#	No. of Votes polled	% of votes polled	No. of votes in favour	No. of votes against	% of votes in favour	% of votes in against
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting	157,325,527	2,94,18,330	18.70	2,94,18,330	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (A)		157,325,527	2,94,18,330	18.70	2,94,18,330	0	100.00
Public Institutions	E-Voting	10,47,09,458	95,95,267	9.16	0	95,95,267	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (B)			95,95,267	9.16	0	95,95,267	0.00
Public Non Institutions	E-Voting	48,77,715	385	0.01	384	1	99.74	0.26
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)			385	0.01	384	1	99.74
Grand Total (A+B+C)		266,912,700	3,90,13,982	14.62	2,94,18,714	95,95,268	75.41	24.59

#Shareholding as on June 30, 2023 is considered.

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



Mohini Sharma
Company Secretary & Compliance Officer

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